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FOR IMMEDIATE RELEASE

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Announcement regarding completion of acquisition of the Australian business of Anheuser-Busch InBev and shelf registration of newly issued stock

Asahi Group Holdings, Ltd (“Asahi”) is pleased to announce that it has completed, through its wholly-owned subsidiary Asahi Holdings (Australia) Pty Ltd, the acquisition of the shares of Anheuser-Busch InBev (“AB InBev”)’s Australian business (trading as Carlton & United Breweries or “CUB”) (the “Transaction”), which was announced on July 19, 2019 in its news release, “Announcement regarding acquisition of 100% of the shares of the Australian business of Anheuser-Busch InBev and shelf registration of newly issued stock”. We would also like to inform you that we have withdrawn the shelf registration of common stock, which was submitted to the Director of Kanto Local Finance Bureau on July 19, 2019 and submitted a new shelf registration of common stock today, for the purpose of extending the scheduled issuance period.

I. Completion of the Transaction

1. Completion of the Transaction

On July 19, 2019, Asahi executed a share purchase agreement with AB InBev to acquire all of the companies comprising CUB’s beer and cider businesses and other related businesses, intellectual property rights associated with all CUB beer and cider brands, including Carlton, Great Northern and other brands, perpetual license to sell certain AB InBev brands in Australia and manufacturing license of some of AB InBev’s brands and other related assets (the “Target Business”).

Under the terms in the agreement, Asahi completed, through its wholly-owned subsidiary Asahi Holdings (Australia) Pty Ltd, acquisition of the Target Business today.

The purchase price of the Transaction is AUD 16.0 billion on a cash free and debt free enterprise value basis (c. JPY 1,141.6 billion<sup>\*1</sup>). The acquisition of the Target Business was completed as a result of Asahi Holding (Australia) Pty Ltd directly acquiring all shares of ABI Australia Holding Pty Ltd.

※1 Calculated at the rate of 71.35 JPY/AUD as of May 29, 2020.

2. Divestment of selected brands

Pursuant to our undertakings approved by the Australian Competition and Consumer Commission (“ACCC”), we will commence divestment process of the following beer and cider brands:

(1) Beer brands: Stella Artois, and Beck’s; and

(2) Cider brands: Strongbow, Little Green, and Bonamy’s

We will announce each divestment transaction once such deal is approved by the ACCC.

II. Overview of the Target Business

While the Target Business consisted of 123 entities as of the signing date of the agreement (July 19, 2019), following discussion with AB InBev, we eventually identified 55 entities as targets to be acquired in the Transaction. Among such target entities, the entities described in Paragraph IV below newly have fallen into the category of ‘Specified Subsidiaries’ (as defined in the Financial Instruments and Exchange Act) of Asahi today.

Note: This press release is intended for information purpose only and is not a solicitation or offer to buy or sell securities or related financial instruments. Shares of our common stock and debt securities have not been and will not be registered under the U.S. Securities Act of 1933 and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements

III. Key financials of CUB for the recent three fiscal years (in millions of AUD)

Fiscal period	Year ended Dec 2019	Year ended Dec 2018	Year ended Dec 2017
(1) Net assets <sup>※2</sup>	1,312	-	-
(2) Total assets <sup>※2</sup>	13,335	-	-
(3) Net sales <sup>※3</sup>	2,257	2,294	2,217
(4) Operating profit (EBIT) <sup>※3</sup>	888	990	1,023
(5) EBITDA <sup>※3</sup>	993	1,075	1,097

※2 : The figures are on an audited consolidated financial statement basis of ABI Australia Holding Pty Ltd, the holding company to be acquired. However, as the figures include assets and liabilities related to the businesses other than the Target Business, they differ from the financial impact to our company's consolidated financial statements due to the acquisition of the Target Business.

※3: The figures are on a management accounting basis (unaudited) shared by the seller (AB InBev), which are different from the figures of the audited consolidated financial statements of ABI Australia Holding Pty Ltd.

IV. Specified Subsidiaries

Among the target entities, the following nine entities newly have fallen into the category of Specified Subsidiaries of Asahi today:

1. Overview of the nine Specified Subsidiaries<sup>※4</sup>

(1)	Company name	Fosters Group Pty Ltd	
(2)	Representative	Peter Filipovic	
(3)	Business description	Intermediate holding company	
(4)	Registered head office	Victoria, Australia	
(5)	Stated capital amount	AUD 5,175 million (c. JPY 369.2 billion <sup>※5</sup> )	
(6)	Established	April 19, 1962	
(7)	Fiscal year-end	December 31	
(8)	Shareholder	SAB Beverage Investments Pty Limited 100%	
(9)	Relationship between Asahi and the company	Capital	Asahi indirectly holds 100% of the shares of the company.
		Personnel	There are no personnel relationships between Asahi and the company.
		Trade	There are no business relationships between Asahi and the company.

(1)	Company name	CUB Pty Ltd	
(2)	Representative	Peter Filipovic	
(3)	Business description	Manufacturing and sale of beer and cider	
(4)	Registered head office	Victoria, Australia	
(5)	Stated capital amount	AUD 4,019 million (c. JPY 286.8 billion <sup>※5</sup> )	
(6)	Established	May 8, 1907	
(7)	Fiscal year-end	December 31	
(8)	Shareholder	Brewing Investments Pty Ltd 100%	
(9)	Relationship between Asahi and the company	Capital	Asahi indirectly holds 100% of the shares of the company.
		Personnel	There are no personnel relationships between Asahi and the company.
		Trade	One of our subsidiaries and this company have entered into a manufacturing contract where our subsidiary is acting as a co-packer for certain products. Further, another one of our subsidiaries and this company, together with many players in the industry, are parties to a joint venture

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			agreement in relation to collection of used packaging materials.
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(1)	Company name	New Crest Investments Pty Ltd	
(2)	Representative	Peter Filipovic	
(3)	Business description	Intermediate holding company	
(4)	Registered head office	Victoria, Australia	
(5)	Stated capital amount	AUD 860 million (c. JPY 61.4 billion**5)	
(6)	Established	May 30, 1962	
(7)	Fiscal year-end	December 31	
(8)	Shareholder	CUB Pty Ltd 100%	
(9)	Relationship between Asahi and the company	Capital	Asahi indirectly holds 100% of the shares of this company.
		Personnel	There are no personnel relationships between Asahi and the company.
		Trade	There are no business relationships between Asahi and the company.

(1)	Company name	Dismin Investments Pty Ltd	
(2)	Representative	Peter Filipovic	
(3)	Business description	Intermediate holding company	
(4)	Registered head office	Victoria, Australia	
(5)	Stated capital amount	AUD 860 million (c. JPY 61.4 billion**5)	
(6)	Established	April 8, 1929	
(7)	Fiscal year-end	December 31	
(8)	Shareholder	New Crest Investments Pty Ltd 100%	
(9)	Relationship between Asahi and the company	Capital	Asahi indirectly holds 100% of the shares of this company.
		Personnel	There are no personnel relationships between Asahi and the company.
		Trade	There are no business relationships between Asahi and the company.

(1)	Company name	FBG Finance Pty Ltd	
(2)	Representative	Peter Filipovic	
(3)	Business description	Group financing	
(4)	Registered head office	Victoria, Australia	
(5)	Stated capital amount	AUD 312 million (c. JPY 22.3 billion**5)	
(6)	Established	October 20, 1995	
(7)	Fiscal year-end	December 31	
(8)	Shareholders	Amayana Pty Ltd 99.995%, Fosters Group Pty Ltd 0.005%	
(9)	Relationship between Asahi and the company	Capital	Asahi indirectly holds 100% of the shares of this company.
		Personnel	There are no personnel relationships between Asahi and the company.
		Trade	There are no business relationships between Asahi and the company.

(1)	Company name	ABI Australia Holding Pty Ltd	
(2)	Representative	Peter Filipovic	
(3)	Business description	Holding company	
(4)	Registered head office	Victoria, Australia	
(5)	Stated capital amount	AUD 964 million (c. JPY 68.8 billion**5)	
(6)	Established	October 12, 2016	
(7)	Fiscal year-end	December 31	

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(8)	Shareholder	Asahi Holdings (Australia) Pty Ltd 100%	
(9)	Relationship between Asahi and the company	Capital	Asahi indirectly holds 100% of the shares of this company.
		Personnel	There are no personnel relationships between Asahi and the company.
		Trade	There are no business relationships between Asahi and the company.

(1)	Company name	SAB Beverage Investments Pty Ltd	
(2)	Representative	Peter Filipovic	
(3)	Business description	Intermediate holding company	
(4)	Registered head office	Victoria, Australia	
(5)	Stated capital amount	AUD 20,061 million (c. JPY 1,431.4 billion <sup>※5</sup> )	
(6)	Established	May 13, 2011	
(7)	Fiscal year-end	December 31	
(8)	Shareholder	SAB Australia Beverage Holdings LLP 100%	
(9)	Relationship between Asahi and the company	Capital	Asahi indirectly holds 100% of the shares of this company.
		Personnel	There are no personnel relationships between Asahi and the company.
		Trade	There are no business relationships between Asahi and the company.

(1)	Company name	SAB Australia Beverage Holdings LLP	
(2)	Representative	Peter Filipovic	
(3)	Business description	Intermediate holding company	
(4)	Registered head office	Victoria, Australia	
(5)	Contribution amount ※6	AUD 2,052 million (c. JPY 146.4 billion <sup>※5</sup> )	
(6)	Established	November 24, 2011	
(7)	Fiscal year-end	December 31	
(8)	Partners	ABI Australia Holding Pty Ltd 99%, SAB Capital AU Pty Ltd 1%	
(9)	Relationship between Asahi and the company	Capital	Asahi indirectly holds 100% of the shares of this company.
		Personnel	There are no personnel relationships between Asahi and the company.
		Trade	There are no business relationships between Asahi and the company.

(1)	Company name	SAB Financing Southern LLP	
(2)	Representative	Peter Filipovic	
(3)	Business description	Group financing	
(4)	Registered head office	Victoria, Australia	
(5)	Contribution amount ※6	AUD 665 million (c. JPY 47.4 billion <sup>※5</sup> )	
(6)	Established	November 22, 2011	
(7)	Fiscal year-end	December 31	
(8)	Partners	ABI Australia Holding Pty Ltd 99%, SAB Capital AU Pty Ltd 1%	
(9)	Relationship between Asahi and the company	Capital	Asahi indirectly holds 100% of the shares of this company.
		Personnel	There are no personnel relationships between Asahi and the company.
		Trade	There are no business relationships between Asahi and the company.

※4 There is an established practice in Australia that statutory financial reports and income tax returns of a company are made on a 'consolidated' basis where the company is part of an Australian 'Deed of Cross

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Guarantee' and 'Income Tax Consolidation' Group. The Australian entities acquired as part of the CUB acquisition were part of both an Australian 'Deed of Cross Guarantee' and 'Income Tax Consolidation' Group and therefore no separate audited financial statements of the individual companies on a 'non-consolidated' basis are available.

The financial status of the 9 entities meeting the criteria as Specified Subsidiaries as at the date of closing is incorporated in the numbers of the table in "III. Key financials of CUB for the recent three fiscal years" above.

※5: Calculated at the rate of 71.35 JPY/AUD as of May 29, 2020.

※6: Among the entities to be Specific Subsidiaries today above, SAB Australia Beverage Holdings LLP and SAB Financing Southern LLP are limited liability partnerships. Hence described above are "Contribution amount" and "Partners" instead of "Stated capital amount" and "Shareholders", respectively.

2. Date of being deemed Specified Subsidiaries  
June 1, 2020

## V. Financing plan

We have been considering raising JPY300 billion of equity credit attributes as part of permanent financing of JPY1.185 trillion bridge loan for the Transaction, in order to achieve early improvement of financial soundness and minimize refinancing risk, as announced in our separate notice released on July 19, 2019, "Announcement regarding acquisition of 100% of the shares of the Australian business of Anheuser-Busch InBev and shelf registration of newly issued stock".

We intend to execute the above financing plan with careful assessment of the impact of the Novel Coronavirus (COVID-19) on our group financial performance and capital markets. We will continue to consider various financing methods in order to securely execute the permanent financing of bridge loan in changing market environment in the future.

Our current plan is a combination of issuance of shares of common stock including the use of treasury shares and hybrid bonds (subordinated bonds) (the "Hybrid Bonds") for raising funds with equity credit attributes.

More specifically, we will firstly finalize and announce the consolidated financial forecast for the fiscal year ending in December 2020, which is currently undisclosed due to the impact of COVID-19.

We would then issue up to JPY300 billion of Hybrid Bonds (equity credit ratio is expected to be 50%) as well as shares of common stock to raise in aggregate JPY300 billion of equity credit attributes. We will announce the details of financing, such as size and timing, once determined.

In case Asahi cannot raise funds through issuance of shares of common stock as planned, we today entered into a subordinated commitment syndicated loan facility (the "SCSLF") agreement for an aggregate principal amount of up to JPY 400 billion (equity credit ratio is expected to be 50%).

Although Asahi currently does not plan to withdraw funds from the SCSLF, which is a backup plan in case we cannot raise funds through the issuance of shares of common stock as planned, Asahi will also consider withdrawing such funds while considering some factors, such as market conditions and other events.

We plan to refinance the remaining amount of the bridge loan through debt finance, aiming to diversify funding methods and reduce total cost of capital and interest associated with permanent financing of the bridge loan.

It should be noted that, in connection with the above financing plan, we have withdrawn the shelf registration of common stock (up to JPY200 billion, effective until July 26, 2020) and submitted a new shelf registration of common stock (up to JPY200 billion, effective until June 8, 2022) to the Director of Kanto Local Finance Bureau today, for the purpose of extending the scheduled issuance period.

Furthermore, we submitted an amendment to the shelf registration statement concerning the issuance of the Hybrid Bonds through a public offering to the Director of Kanto Local Finance Bureau today. For more detailed information of the Hybrid Bonds and SCSLF, please see our separate notice issued today titled "Announcement regarding issuance of Hybrid Bonds (Subordinated bonds) through Public Offering and execution of Subordinated Commitment Syndicated Loan Facility".

## VI. Impact on Asahi's financial performance

We will disclose the impact of the Transaction on Asahi's financial performance for the fiscal year ending in December 2020 by the time of announcement of the financial results for the second quarter with taking prospects of convergence of COVID-19 into consideration.

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