



## QIB Certification Form

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**Client:** SUN Interbrew Limited

**DR number:** 80000000023

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**Administrator:** Ludmila Leliavskaia

**Region:** EEMEA

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|-------------------------|-------------------------------|
| <b>DR Type:</b>         | Reg S                         |
| <b>DR Description:</b>  | SUN INTERBREW CLASS A - REG S |
| <b>CUSIP:</b>           | 86677C302                     |
| <b>ISIN:</b>            | US86677C3025                  |
| <b>Underlying ISIN:</b> | GB0057139940                  |

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## PART II

Certificate and Agreement of persons receiving Deposited  
Property upon withdrawal pursuant to Condition 3  
of the GDRs and Clause 3(E) of the Deposit Agreement

[Date]

THE BANK OF NEW YORK as Depository,  
[Address]

Dear Sirs,

Sun Brewing Limited

Reference is hereby made to the Deposit Agreement, dated [            ], 1994, (the "Deposit Agreement"), between Sun Brewing Limited (the "Company") and The Bank of New York, as Depository with respect to Global Depository Receipts ("GDRs") issued thereunder. Capitalised terms used but not defined herein shall have the meanings given them in the Deposit Agreement.

1. We are surrendering GDRs in accordance with the terms of the Deposit Agreement for the purpose of withdrawal of the Deposited Property underlying such GDRs (the "Deposited Property") pursuant to Condition 3 and Clause 3(E) of the Deposit Agreement.
2. We acknowledge (or if we are acting for the account of another person, such person has confirmed that it acknowledges) that the Deposited Property has not been and will not be registered under the Securities Act of 1933 as amended (the "Act").
3. We certify that either:-
  - (a) We are a qualified institutional buyer (as defined in Rule 144A under the Act) acting for our own account or for the account of one or more qualified institutional buyers, and either:-
    - (i) we have (or it has) sold or otherwise transferred, or agreed to sell or otherwise transfer and at or prior to the time of withdrawal will have sold or otherwise transferred, the GDRs or the Deposited Property in accordance with Regulation S under the Act and we are (or it is), or prior to such sale we were (or it was), the beneficial owner of the GDRs, or
    - (ii) we have (or it has) sold or otherwise transferred, or agreed to sell or otherwise transfer and at or prior to the time of withdrawal will have sold or otherwise transferred, the GDRs or the Deposited Shares to another qualified

institutional buyer in accordance with Rule 144A under the Act and we are (or it is), or prior to such sale we were (or it was), the beneficial owner of the GDRs, or

- (iii) we (or it) will be the beneficial owner of the Shares upon withdrawal, and, accordingly, we agree (or if we are acting for the account of one or more qualified institutional buyers, each such qualified institutional buyer has confirmed to us that it agrees) that (x) we (or it) will not offer, sell, pledge or otherwise transfer the Deposited Property except (A) to a person whom we reasonably believe (or it and anyone acting on its behalf reasonably believe) is a qualified institutional buyer within the meaning of Rule 144A under the Act in a transaction meeting the requirements of such Rule 144A, (B) in accordance with Regulation S under the Act, or (C) in accordance with Rule 144 under the Act (if available), in each case in accordance with any applicable securities laws of any state of the United States, and (y) we (or it) will not deposit or cause to be deposited such Deposited Property into any depository receipt facility established or maintained by a depository bank (including any such facility maintained by the Depository), other than a Rule 144A restricted depository receipt facility, so long as such Deposited Property constitutes "restricted securities" within the meaning of Rule 144(a)(3) under the Act.

OR

- (b) We are located outside the United States (within the meaning of Regulation S under the Act); we acquired, or have agreed to acquire and at or prior to the time of the withdrawal will have acquired, the GDRs or the Deposited Property outside the United States (within the meaning of Regulation S under the Act); and we are, or upon acquisition thereof will be, the beneficial owner of the GDRs or the Deposited Property.
4. If we are a broker-dealer, we further certify that we are acting for the account of our customer and that our customer has confirmed the accuracy of the representations contained in paragraph 3 hereof that are applicable to it (including the representations with respect to beneficial ownership) and, if paragraph 3(a)(iii) is applicable to our customer, has confirmed that it will comply with the agreements set forth in paragraph 3(a)(iii).
5. We certify that either:
- (a) We are the beneficial owner of the GDRs being surrendered herewith. We are acquiring the Deposited Shares for our own account or for transfer to an account as we may lawfully direct the Depository. We are (or the transferee, as the case may be, is) not a Prohibited Person and not acquiring the Shares for, or for the account or benefit of, such a person.

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OR

(b) We are a broker-dealer acting as agent on behalf of our customer; such customer has confirmed to us in writing that it is the beneficial owner of the GDRs being surrendered herewith and that either (i) it is acquiring the Deposited Shares for its own account or for transfer to an account as it may lawfully direct the Depository, and it (or the transferee, as the case may be) is not a Prohibited Person and is not acquiring the Shares for, or for the account or benefit of, such a person or (ii) it is acting for the account of a person or entity that will acquire the Deposited Shares for its own account or for transfer to an account as it may lawfully direct the Depository and such person or entity (or such transferee, as the case may be) is not a Prohibited Person and is not acquiring the Deposited Shares for, or for the account or benefit of, such a person.

For the purposes of paragraph 5, a "Prohibited Person" is any person who either (i) is engaged (other than as a passive investor or institutional investor), directly or indirectly, in the brewing, processing, bottling packaging, marketing, import or export, sale or distribution of any product marketed or described as beer or soft drinks; or (ii) is a citizen of, or a corporate body incorporated, resident or situate in, or an unincorporated body of persons resident or situate in, any country within the territory of the former Soviet Union; or (iii) is known or publicly reputed to have at any time engaged in illegal activities or to have at any time associated with any person or engaged; or (iv) is directly or indirectly controlled by any person falling within (i), (ii) or (iii) above.

Very truly yours,

[NAME OF CERTIFYING ENTITY]

[By: Title: ]

SCHEDULE 4

## PART I

Certificate and Agreement of persons acquiring GDRs  
upon deposit of Shares pursuant to Condition 2  
and Clause 3 of the Deposit Agreement

[Date]

THE BANK OF NEW YORK, as Depositary  
[Address]

Dear Sirs,

Sun Brewing Limited

Reference is hereby made to the Deposit Agreement, dated [ ], 1994, (the "Deposit Agreement"), between Sun Brewing Limited and The Bank of New York as Depositary with respect to Global Depositary Receipts ("GDRs") issued thereunder. Capitalised terms used but not defined herein shall have the meanings given them in the Deposit Agreement.

1. This certification and agreement is furnished in connection with the deposit of Shares and issuance of one or more GDRs pursuant to Condition 2 and Clause 3 of the Deposit Agreement.
2. We acknowledge (or if we are acting for the account of another person, such person has confirmed to us that such person acknowledges) that the GDRs and the Shares represented thereby have not been and will not be registered under the United States Securities Act of 1933, as amended (the "Act").
3. We certify that either:
  - (a) We are a qualified institutional buyer (as defined in Rule 144A under the Act), at the time of issue of the GDR or GDRs referred to above, we (or one or more qualified institutional buyers for whose account we are acting) will be the beneficial owner of such GDR or GDRs.
  - OR
  - (b) We are a broker-dealer acting for the account of our customer;

our customer has confirmed to us that it is a qualified institutional buyer and either (i) at the time of issue of the GDR or GDRs referred to above, it will be the beneficial owner of such GDR or GDRs, or (ii) it is acting for the account of a qualified institutional buyer that, at the time of issue of the GDRs referred to above, will be the beneficial owner of such GDR or GDRs.

OR

- (c) At the time of issuance of the GDRs referred to above, we will be the beneficial owner of such GDR or GDRs; and we are located outside the United States (within the meaning of Regulation S under the Act) and have acquired, or have agreed to acquire and will have acquired, the Shares to be deposited outside the United States (within the meaning of Regulation S under the Act).

OR

- (d) We are a broker-dealer acting for the account of our customer; our customer has confirmed to us that either (i) at the time of issue of the GDR or GDRs referred to above, it will be the beneficial owner of such GDR or GDRs; and it is located outside the United States (within the meaning of Regulation S under the Act) and acquired, or has agreed to acquire and will have acquired, the Shares to be deposited outside the United States (within the meaning of Regulation S under the Act); or (ii) it is located outside the United States (within the meaning of Regulation S under the Act) and is acting for the account of a person located outside the United States (within the meaning of Regulation S under the Act) who acquired, or has agreed to acquire and will have acquired, the Shares to be deposited outside the United States (within the meaning of Regulation S under the Act) and who, at the time of issue of the GDR or GDRs referred to above, will be the beneficial owner of such GDR or GDRs.

4. As the beneficial owner of the GDR or GDRs, we agree (or if we are acting for the account of another person, such person has confirmed to us that, as the beneficial owner of the GDR or GDRs, it agrees) that we (or it) will not offer, sell, pledge or otherwise transfer the GDR or GDRs or the Shares represented thereby except (a) to a person whom we reasonably believe (or it and anyone acting on its behalf reasonably believe) is a qualified institutional buyer within the meaning of Rule 144A under the Act in a transaction meeting the requirements of such Rule 144A, (b) in accordance with Regulation S under the Act, or (c) in accordance with Rule 144 under the Act (if available), in each case in accordance with any applicable securities laws of any state of the United States.

5. We certify that either:

- (a) we are the beneficial owner of the Shares being deposited

herewith. We are acquiring the GDRs. We are not a Prohibited Person and are not acquiring the GDRs for, or for the account or benefit of, such a person;

OR

- (b) we are a broker-dealer acting as agent on behalf of our customer; such customer has confirmed to us in writing that it is the beneficial owner of the Shares being deposited herewith and that it either (i) is acquiring the GDRs for its own account, is not a Prohibited Person and is not acquiring the GDRs for, or for the account or benefit of, such persons or (ii) is acting for the account of a person or entity that will acquire the GDRs for its own account and such a person or entity is not a Prohibited Person and is not acquiring the GDRs for, or for the account or benefit of, such a person.

For the purposes of paragraph 5, a "Prohibited Person" is any person who either (i) is engaged (other than as a passive investor or institutional investor), directly or indirectly, in the brewing, processing, bottling packaging, marketing, import or export, sale or distribution of any product marketed or described as beer or soft drinks; or (ii) is a citizen of, or a corporate body incorporated, resident or situate in, or an unincorporated body of persons resident or situate in, any country within the territory of the former Soviet Union; or (iii) is known or publicly reputed to have at any time engaged in illegal activities or to have at any time associated with any person or engaged; or (iv) is directly or indirectly controlled by any person falling within (i), (ii) or (iii) above.

Very truly yours,

[NAME OF CERTIFYING ENTITY]

{By:

Title: ]