

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 42nd Annual General Meeting of INTERNATIONAL BREWERIES PLC will hold at the AuditoriumI, Green Legacy Resort, Presidential Boulevard Road, Oke-Mosan Abeokuta, Ogun State on 20 August 2019 at 10.00.a.m. for the following purposes:

### ORDINARY BUSINESS

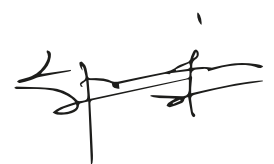
- To lay before the meeting the report of the Directors, the Statement of Financial Position as at 31 December 2018, together with the Statement of Comprehensive Income for the year ended on that date and the Reports thereon of the Independent Auditors and the Audit Committee.
- To ratify/re-elect Director(s).
- To authorize the Directors to fix the remuneration of the External Auditors.
- To elect members of the Audit Committee.

### SPECIAL BUSINESS

- To approve the remuneration of the Directors.
- To consider and if thought fit, pass the following resolution as an ordinary resolution of the Company:  
"That pursuant to Rule 20.8 of the Rulebook of the Nigerian Stock Exchange (Issuers Rule), a general mandate be and is hereby given, authorizing the Company through the directors to procure goods, services and finances incidental and necessary for its day to day operations from related, interested companies or parties on competitive commercial terms consistent with the Company's Transfer Pricing Policy."

Dated 17 July 2019.

BY ORDER OF THE BOARD



**Muyiwa Ayojimi**  
Company Secretary/General Counsel  
FRC/2013/NBA/0000002667

22/36 Glover Road,  
Ikoyi- Lagos.

## NOTES

### 1. Proxy

A member entitled to attend and vote at the meeting can appoint a proxy in his/her stead. Such Proxy need not be a member of the company. A Proxy for a Corporation may vote on a show of hands or Poll. A Proxy Form is attached to the Annual Reports and Accounts. If the Proxy is to be valid for the purposes of the meeting, it must be completed, detached, with stamp duties and deposited with the Registrars, Apel Capital Registrars, 8 Alhaji Bashorun Street, off Norman Williams, S.W. Ikoyi, Lagos or the office of the Company Secretary, International Breweries Plc, registered office not later than 48 hours prior to the time of meeting.

### 2. Closure of Register and Transfer Books

The Register of Members and Transfer Books will be closed from Monday 5 August, 2018 to Friday 9 August, 2019 (both dates inclusive) for updating the Register of Members.

### 3. Nomination to the Audit Committee

In accordance with Section 359 (5) of the Companies and Allied Matters Act, Cap.C20, Laws of the Federation of Nigeria, 2004, any member may nominate a Shareholder as a member of the Audit Committee by giving notice in writing of such nomination to the Company Secretary at least 21 days before the Annual General Meeting.

### 4. Change of Address

Members are requested to notify the Registrars of changes, if any, in their registered addresses and or other details.

### 5. Unclaimed Dividend

Members who are yet to claim their previous dividend(s) are advised to write to or call at the office of the Registrars, Apel Capital Registrars, 8 Alhaji Bashorun Street, off Norman Williams, S.W. Ikoyi, Lagos. Members are further urged to advise the Registrars of any change in their security records and also, open a CSCS account.

### 6. General Mandate Circular

A circular on the resolution for shareholders' approval of the general mandate for recurrent transactions with related parties which provides the rationale for the mandate sought is included in the Annual Report and Financial Statements.

### 7. Securities Holder's Rights

In accordance with Rule 19.12 of the Nigerian Stock Exchange "NSE Rules", shareholders and other holders of the Company's securities have the right to ask questions not only at the meeting but can also do so in writing prior to the meeting. Such questions and/or concerns, arising from the Annual Report and Financial Statements may be submitted to the office of the Company Secretary, with a copy to the NSE.

42nd Annual General Meeting to be held in the Conference Hall, Green Legacy Resort, Presidential Boulevard Road, Oke-Mosan, Abeokuta, Ogun State on Tuesday 20 August, 2019 at 10.a.m.

I/We ..... of .....

being a member/members .....

of International Breweries Plc hereby appoint .....

or failing him, the Chairman of the meeting as my/our proxy to act and vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on 20 August 2019.

Dated this ..... day of ..... 2019

Shareholder Signature .....

\*Delete as necessary

The Proxy Form should NOT be completed and sent to the address overleaf if the member will be attending the meeting

## NOTES:

- A member (shareholder) who is unable to attend an Annual General Meeting is allowed by law to vote by proxy and this Proxy Form has been prepared to enable such shareholder exercise the right to vote despite not physically present at the meeting
- The Chairman of the meeting has been entered on the form to ensure that someone will be at the Meeting to act as your proxy but if you wish you may insert in the blank space on the form (marked \*\*) the name of any person whether member (shareholder) of the Company or not who will attend the Meeting and vote on your behalf instead of the Chairman of the meeting.
- Please sign this Proxy Form and post or deliver it to reach the Registrars - Apel Registrars 8 Alhaji Bashorun Street, Off Norman Williams, SW Ikoyi-Lagos not later than 48hrs to the time of holding the meeting on 20 August, 2019; If executed by a Corporation the form must be sealed with the Common Seal or under the hand of an officer of attorney duly authorized.
- The proxy must produce the Admission Card (below) to the meeting

Resolutions	For	Against	Abstain
1. To ratify the appointment of as a Director i. Mr. Andrew Murray ii. Mr. Richard Rivett-Carnac			
2. To re-elect as a Director i. Mr. Folorunsho Awomolo ii. Mr. Sunday Akintoye Omole iii. Mrs. Annabelle Degroot iv. Mr. Zuber Momoniat			
3. To ratify the appointment of Ms. Olutoyin M. Odulate			
4. To authorize the Directors to fix the remuneration of the Independent Auditors			
5. To elect members of the Audit Committee			
6. To fix the remuneration of the Directors			
7. To authorize the Company to procure goods and services necessary for its operations from related Companies in compliance with the NSE Rules			

Please indicate with an "x" in the appropriate box how you wish your votes to be cast on the resolutions referred to above. Unless otherwise instructed the proxy will vote or abstain from voting at his discretion.

BEFORE POSTING THE ABOVE CARD, TEAR OFF THIS PART AND RETAIN IT

## ADMISSION CARD

### International Breweries Plc 42nd Annual General Meeting

PLEASE ADMIT THE SHAREHOLDER NAMED ON THIS CARD OR HIS DULY APPOINTED PROXY TO THE ANNUAL GENERAL MEETING TO BE HELD AT THE AUDITORIUM, GREEN LEGACY HOTEL, PRESIDENTIAL BOULEVARD ROAD, OKE-MOSAN, ABEOKUTA, OGUN STATE ON TUESDAY 20 AUGUST 2019 AT 10.00 A.M.

NAME OF SHAREHOLDER	NUMBER OF SHARES
<input type="text"/>	<input type="text"/>
SIGNATURE OF SHAREHOLDER/PROXY	ADDRESS OF SHAREHOLDER
<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>

THIS CARD IS TO BE SIGNED AT THE VENUE IN THE PRESENCE OF THE REGISTRARS



**INTERNATIONAL  
BREWERIES PLC.**

A proud part of the **ABInBev** family

**INTERNATIONAL  
BREWERIES PLC.**  
RC 9632

## **ELECTRONIC DELIVERY MANDATE FORM**

Dear Sir/Madam,

To enable you to receive your shareholder communications promptly, International Breweries has introduced the electronic delivery of its Annual Report and Accounts, proxy forms and other statutory documents to shareholders.

With this service, instead of receiving a hard copy of our annual reports and other corporate documents, you can elect to receive a soft copy of the Annual Report, Proxy Form, etc either as a link to a downloadable version of the report that will be sent to your email address or on a compact disk (CD), which will be posted to you.

Please complete this form to register your preference and return the completed form to:

**The Registrar,**

**8, Alhaji Bashorun Street,  
Off Norman Williams Crescent,  
SW, Ikoyi, Lagos**

or any of the Registrar's of  
APEL CAPITAL REGISTRARS LIMITED

I  OF

HEREBY AGREE TO THE ELECTRONIC DELIVERY OF INTERNATIONAL BREWERIES PLC'S ANNUAL REPORTS, PROXY FORMS, PROSPECTUSES, NEWSLETTERS AND STATUTORY DOCUMENTS TO ME THROUGH;

**PLEASE TICK ONLY ONE OPTION**

- AN ELECTRONIC COPY VIA COMPACT DISK (CD) SENT TO MY POSTAL ADDRESS
- I WILL DOWNLOAD FROM THE WEB ADDRESS FORWARDED TO MY E-MAIL ADDRESS STATED BELOW
- CONTINUE RECEIVING THE REPORT IN HARD COPY TO MY POSTAL ADDRESS

MY E-MAIL ADDRESS:

HOW OFTEN WILL YOU LIKE TO RECEIVE THEM:  ANNUALLY  SEMI-ANNUALLY

### **DESCRIPTION OF SERVICE**

By enrolling in the electronic delivery service, you have agreed to receive all future announcements/shareholder communications as stated below by email. These communications can be made available to you either semi-annually or annually. Annual reports, proxy forms, prospectus and newsletters are examples of the shareholder communications that can be made available to you electronically. Enrolment to our electronic delivery service will be effective for all your holdings in **International Breweries PLC** on an ongoing basis unless you change or cancel your enrolment.

The initiative is in line with our determination to help protect and sustain our planet's environment and the consolidated SEC Rule 128 (6) of September 2011 which states that "A Registrar of a public company may dispatch Annual Reports and Notices of Meetings to shareholders by electronic means"

.....  
Name (Surname First)

.....  
Signature and Date