

## NOTICE OF EXTRA-ORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of **INTERNATIONAL BREWERIES PLC** ("the Company") will hold on Tuesday 15 October 2019 at the Conference Hall, Sheraton Lagos Hotel, 30 Mobolaji Bank Anthony Way, Ikeja, Lagos by 10 a.m. for the following business:

### SPECIAL BUSINESS

To consider and if thought fit, pass the following sub-joined resolutions with or without amendments:

#### SPECIAL RESOLUTIONS

##### Resolution 1: Increase in Authorised Capital

1.1 That the authorised share capital of the Company be and is hereby increased from N4,300,000,000.00 (Four Billion, Three Hundred Million Naira) to N15,000,000,000.00 (Fifteen Billion Naira) by the creation of 21,400,000,000.00 (Twenty One Billion, Four Hundred Million) additional ordinary shares of 50 kobo each, each new share ranking pari passu in all respects with the existing ordinary shares of the Company and that the new shares thus created be registered with the Securities & Exchange Commission and consequently that the Memorandum and Articles of Association of the Company be amended accordingly.

1.2 Pursuant to the increase in the authorised share capital of the Company, the Memorandum of Association be amended by deleting clause six of the Memorandum and substituting same with the following new clause:

"The authorised share capital of the Company is N15,000,000,000.00 (Fifteen Billion Naira) divided into 30,000,000,000.00 (Thirty Billion) ordinary shares of 50 kobo each.

#### ORDINARY RESOLUTIONS

##### Resolution 2: Approval of Rights Issue

2.1 That, subject to obtaining the approval of the relevant regulatory authorities, the directors be and are hereby authorised to raise additional capital of up to **N165,000,000,000.00 (One Hundred and Sixty-Five Billion Naira)** by way of a Rights Issue of ordinary shares to the Company's shareholders ("Rights Issue") and that the Rights Issue be executed at such price, time and on such other terms and other conditions as the directors may deem fit;

##### Resolution 3: Other Acts

3.1 The Directors and/or management of the Company be and are hereby authorized to approve, sign and/or execute all documents, appoint such professional parties and advisers, as may be necessary to give effect to the above resolutions, including without limitation, complying with the directives of any regulatory authority and all acts carried out, steps taken and documents executed (or to be executed), by the Directors and/or management of the Company in connection with the above resolutions be and are hereby approved.

3.2 The Company Secretary be and is hereby authorised to take all steps to give effect to these resolutions and, where applicable, to file and/or register same with the Corporate Affairs Commission.

Dated this 23rd Day of September 2019

By Order of the Board



**Muyiwa Ayojimi**  
Company Secretary  
FRC/2013/NBA/00000002667

#### Registered Office Address

22/36 Glover Road  
Ikoyi, Lagos.

#### NOTES:

##### Proxy

A person entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not also be a member of the company. A proxy form is attached to this notice. All instruments of proxy must be duly executed and deposited at the offices of the Registrar -Apel Capital Registrars Limited, 8 Alhaji Bashorun Street, off Norman Williams St, Ikoyi, Lagos -not later than 48 hours before the date of the meeting.

##### Closure of Register

The Register of Members and Transfer Books will be closed from Wednesday 2 October to Friday 4 October, 2019 -both days inclusive for purposes of updating the Register.

##### Right to Ask Questions

Members of the Company have the right to ask questions in writing prior to the meeting. Written questions must be submitted to the Company Secretary at the registered office or by email to [international.breweries@ng.ab-inbev.com](mailto:international.breweries@ng.ab-inbev.com) at least 48 hours before the time fixed for the meeting.

##### Website

A copy of this Notice and other information relating to the meeting can be found at <https://www.internationalbreweriesplc.com/>

No. of Shares		
RESOLUTIONS	For	Against
<b>SPECIAL RESOLUTIONS</b>		
<b>Resolution 1: Increase in Authorised Capital</b>		
1.1 That the authorised share capital of the Company be and is hereby increased from N4,300,000,000.00 (Four Billion, Three Hundred Million Naira) to N15,000,000,000.00 (Fifteen Billion Naira) by the creation of 21,400,000,000.00 (Twenty One Billion, Four Hundred Million) additional ordinary shares of 50 kobo each, each new share ranking pari passu in all respects with the existing ordinary shares of the Company and that the new shares thus created be registered with the Securities & Exchange Commission and consequently that the Memorandum and Articles of Association of the Company be amended accordingly.		
1.2 Pursuant to the increase in the authorised share capital of the Company, the Memorandum of Association be amended by deleting clause six of the Memorandum and substituting same with the following new clause: "The authorised share capital of the Company is N15,000,000,000.00 (Fifteen Billion Naira) divided into 30,000,000,000.00 (Thirty Billion) ordinary shares of 50 kobo each.		
<b>ORDINARY RESOLUTIONS</b>		
<b>Resolution 2: Approval of Rights Issue</b>		
2.1 That, subject to obtaining the approval of the relevant regulatory authorities, the directors be and are hereby authorised to raise additional capital of up to <b>N165,000,000,000.00 (One Hundred and Sixty-Five Billion Naira)</b> by way of a Rights Issue of ordinary shares to the Company's shareholders ("Rights Issue") and that the Rights Issue be executed at such price, time and on such other terms and other conditions as the directors may deem fit;		
<b>Resolution 3: Other Acts</b>		
3.1 The Directors and/or management of the Company be and are hereby authorized to approve, sign and/or execute all documents, appoint such professional parties and advisers, as may be necessary to give effect to the above resolutions, including without limitation, complying with the directives of any regulatory authority and all acts carried out, steps taken and documents executed (or to be executed), by the Directors and/or management of the Company in connection with the above resolutions be and are hereby approved.		
3.2 The Company Secretary be and is hereby authorised to take all steps to give effect to these resolutions and, where applicable, to file and/or register same with the Corporate Affairs Commission.		

## ADMISSION CARD

### INTERNATIONAL BREWERIES PLC EXTRA-ORDINARY GENERAL MEETING

PLEASE ADMIT THE SHAREHOLDER NAMED ON THIS ADMISSION CARD OR HIS DULY APPOINTED PROXY TO THE EXTRA-ORDINARY GENERAL MEETING TO BE HELD AT THE **CONFERENCE HALL, SHERATON LAGOS HOTEL, 30 MOBOLAJI BANK ANTHONY WAY, IKEJA, LAGOS BY 10 A.M. ON TUESDAY 15 OCTOBER 2019**

This admission card must bear a stamp/stamp duty and be produced by the shareholder or his Proxy in order to obtain entry to the meeting.

Tear off and retain it for admission to the meeting. Shareholders or their proxies are requested to sign the Admission Card before attending the meeting.

NAME OF SHAREHOLDER

NUMBER OF SHARES

ADDRESS OF SHAREHOLDER

SIGNATURE OF SHAREHOLDER OR PROXY



**Muyiwa Ayojimi**  
Company Secretary/General Counsel