

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 43rd Annual General Meeting of INTERNATIONAL BREWERIES PLC will hold at Legend Hotel, Aviation Free Trade Zone, Murtala Muhammed International Airport, Ikeja Lagos on Tuesday 21 July 2020 at 10.00.a.m to consider and if thought fit, pass the following resolutions:

A. ORDINARY BUSINESS

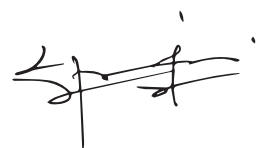
- To lay before the meeting the report of the Directors, the Statement of Financial Position as at 31 December 2019, together with the Statement of Comprehensive Income for the year ended on that date and the Reports thereon of the Independent Auditors and the Audit Committee.
- To ratify/elect/re-elect Director(s).
- To authorize the Directors to fix the remuneration of the External Auditors.
- To elect members of the Audit Committee.

B. SPECIAL BUSINESS

- To fix the remuneration of Directors.
- To consider and 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 for succeeding years until reviewed by the Company at an Annual General Meeting”.

Dated this 21st Day of June 2020.
BY ORDER OF THE BOARD



Muyiwa Ayojimi
Company Secretary/General Counsel
FRC/2013/NBA/0000002667
22/36 Glover Road,
Ikoyi- Lagos.

NOTES

1. Proxy

In view of the COVID-19 pandemic, the restriction on mass gatherings and in line with the Guidelines issued by the Corporate Affairs Commission on holding AGMs using proxies, attendance at the AGM shall only be by proxy. Consequently, a member entitled to attend and vote at the AGM is advised to select from the following proposed proxies to attend and vote in his/her stead:

i. His Majesty Nnaemeka Alfred Achebe (Board Chairman), ii. Mr. Bruno Zambrano (Finance Director), iii. Ms. Olutoyin Odulate (Independent Director), iv. and Mr. Muyiwa Ayojimi (Company Secretary).

A Proxy Form is attached to the Annual Report.

If the Proxy is to be valid for the purposes of attending the meeting, it must be completed, detached and deposited with the Registrars, Apel Capital Registrars, 8 Alhaji Bashorun Street, off Norman Williams, S.W. Ikoyi, Lagos or sent by email to: registrars@apel.com.ng not later than One (1) week prior to the time of the meeting. The Company shall bear the cost of Stamping the proxy forms in accordance with the Stamp Duties Act, 2014.

2. Closure of Register and Transfer Books

The Register of Members and Transfer Books will be closed from Monday, 6 July 2020 to Friday 10 July 2020 (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 the registered office at least 21 days before the Annual General Meeting.

4. Change of Address

Members are requested to notify the Registrar 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 Registrar of any change in their security records and, open a CSCS account..

6. E-Annual Report

The electronic version of the Annual report is available at www.internationalbreweriesplc.com and the Registrar’s website. Shareholders may download the electronic version on the websites

7. Live Streaming of the AGM

The AGM will be streamed live. This will enable shareholders and other stakeholders who will not be attending physically to follow the proceedings. The link for the AGM livestream would be made available on the Company’s website at www.internationalbreweriesplc.com

8. Right to ask questions

In accordance with Rule 19.12 of the Nigerian Stock Exchange “NSE”, shareholders and other holders of the Company’s securities have the right to ask questions not only at the meeting but also can 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.

Shareholders are advised to send their questions or comments relating to the Annual Reports and Financial Statements for the period to international.breweries@ng.ab-inbev.com for appropriate response.

43rd Annual General Meeting to be held at Legend Hotel, Aviation Free Trade Zone, Murtala Muhammed International Airport, Ikeja Lagos State on Tuesday 21 July 2020 at 10.a.m.

I/We of being a member/members of International Breweries Plc hereby appoint (please see below no.2 for list of Proxies)

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 21 July 2020.

Dated thisday of 2019

Shareholder Signature

*Delete as necessary

NOTES:

- In view of the health and safety measures put in place by Government as a result of the COVID-19 pandemic, including limiting the number of persons that can be in a gathering to 20, this Proxy Form has been prepared to enable the Shareholders exercise the right to vote despite not being physically present at the meeting.
- Shareholders are at liberty to appoint any of the following persons as their proxies at the AGM: His Majesty, Nnaemeka Alfred Achebe (Board Chairman), Mr. Bruno Zambrano (Finance Director), Ms. Olutoyin Odulate (Independent Director) and Mr. Muyiwa Ayojimi (Company Secretary)
- 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 or send by email to: registrars@apel.com.ng not later than One (1) week to the time of holding the meeting on 21 July, 2020; 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 issued by the Registrar for admittance to the meeting
- The Company shall bear the cost of the stamp duty payable on this Proxy Form.

Resolutions	For	Against	Abstain
1. To elect/ratify Mr. Hugo Dias Rocha as a Director			
2. To elect/ratify Mr. Bruno Zambrano as a Director			
3. To elect/ratify Mrs. Tolulope Adedeji as a Director			
4. To re-elect HRM Nnaemeka Achebe as a *Director			
5. To re-elect HRM Peter Anugwu as a *Director			
6. To re-elect Mr. Michael Ajukwu as a Director			
7. To re-elect Abiye Tobin-West as a Director			
8. To authorize the Directors to fix the remuneration of the External Auditors			
9. To elect/re-elect members of the Audit Committee			
10. To fix the remuneration of the Non-executive Directors at N50,400,000.00 only per annum.			
11. To authorize the Company to produce goods and services necessary for its operations from related Companies in compliance with NSE Rules on competitive commercial terms consistent with the Company’s Transfer Pricing Policy for succeeding years until reviewed by the Company at anAnnual General Meeting			

Please indicate your vote with an “X” in the appropriate box on the resolutions referred to above. Unless otherwise instructed the proxy will vote or abstain from voting at his/her discretion.

* Both Directors are over 70yrs, special notice has been received in accordance with Section 256 of CAMA 2004

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

ADMISSION CARD

International Breweries Plc 43rd Annual General Meeting

PLEASE ADMIT THE SHAREHOLDER NAMED ON THIS ADMISSION CARD OR HIS DULY APPOINTED PROXY TO THE ANNUAL GENERAL MEETING TO BE HELD AT LEGEND HOTEL, AVIATION FREE TRADE ZONE MURTALA MUHAMMED INTERNATIONAL AIRPORT, IKEJA LAGOS, LAGOS STATE ON TUESDAY 21 JULY 2020 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"/>



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"

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Name (Surname First)

.....
Signature and Date