

NOTICE OF OF 46TH ANNUAL GENERAL MEETING

Notice is hereby given that the **Forty-Sixth [46th]** Annual General Meeting [AGM] of **International Breweries Plc.** will be held at the Civic Centre, Ozumba Mbadiwe Road, Opposite 1004, Victoria Island, Lagos State on Wednesday, 21st June 2023 at **10.00.a.m.** or so soon thereafter, to transact the following business:

A. ORDINARY BUSINESS

- To receive the Audited Financial Statements for the year ended 31st December 2022, together with the reports of the Directors, Auditors, and Audit Committee thereon.
- To elect the following Directors:
 - Mr. David Tomlinson
 - Mr. Carlos Coutino
 - Mr. Cherian Kurien
- To re-elect the following Directors by rotation:
 - Mr Michael Ajukwu
 - Mr Bruno Zambrano
 - Ms. Olutoyin Odulate
 - Mr Andrew Whiting
- To authorize the Directors to fix the remuneration of the External Auditors.
- To elect shareholder representatives to the Statutory Audit Committee.
- To disclose the Remuneration of Managers of the Company

B. SPECIAL BUSINESS

- To consider and if thought fit, transact the following special business as ordinary resolutions of the Company:
 - To fix the remuneration of the Directors.
 - "That, in compliance with the Rules of the Nigerian Exchange Limited (NGX) governing transactions with Related Parties or Interested Persons, the Board and Management be granted a general mandate to procure goods, services, financing and enter such incidental or recurrent transactions necessary for its day-to-day operations on normal commercial terms, with a related party or interested person. This Mandate shall commence on the date on which this resolution is passed and shall continue to operate until the date on which the next Annual General Meeting of the Company is held".*

Dated the 26th Day of April 2023.

BY ORDER OF THE BOARD



Ayokunle Ayoko
Company Secretary/Legal Adviser
FRC/2015/NBA/00000013900
Plot 5A Abuja Street, Banana Island
Ikoyi-Lagos

Notes

(i). Proxy

A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy in his/her stead. A proxy need not be a member of the Company. A proxy form is attached to the Annual Report and Accounts. All instruments of proxy should be completed, duly stamped, and deposited at the office of the Company's Registrars, Apel Capital Registrars, at 8 Alhaji Bashorun Street, off Norman Williams, S.W. Ikoyi, Lagos or sent by email to: registrars@apel.com.ng no later than 48 hours before the time of holding the meeting. The Company shall bear the cost of stamping the proxy forms in accordance with the Stamp Duties Act 2014.

(ii). Closure of Register and Transfer Books

The Register of Members and Transfer Books of the Company will be closed from Thursday, June 8, 2023, to Friday, June 9, 2023 (both days inclusive) for the purpose of updating the Register of Members.

(iii). Unclaimed Dividends

Several share certificates and dividend warrants have been returned to the Registrars as 'unclaimed'. A list of the unclaimed dividends can be reviewed at this link: <https://sites.google.com/apelasset.com/dividendsearch/home>

Shareholders affected by this notice are advised to contact the Company's Registrars, Apel Capital Registrars, at 8 Alhaji Bashorun Street, off Norman Williams, S.W. Ikoyi, Lagos, for resolution.

(iv). Nominations to the Statutory Audit Committee

In accordance with Section 404 (6) of the Companies and Allied Matters Act (CAMA) 2020, a Shareholder may nominate another Shareholder for election as a member of the Statutory Audit Committee by giving notice in writing of such nomination to the Company Secretary via the email: international.breweries@ng.abinbev.com, no later than twenty-one (21) days before the date of the AGM. CAMA 2020 and the Nigerian Code of Corporate Governance 2018 stipulate that, members of the Statutory Audit Committee should be financially literate and at least one member must be a member of a professional accounting body in Nigeria established by the Act of the National Assembly. Thus, a detailed Curriculum Vitae confirming the nominee's qualification should be submitted with each nomination to the Statutory Audit Committee.

(v). Election/Re-Election of Directors

Messrs David Tomlinson, Carlos Coutino and Cherian Kurien are being proposed to be elected as Directors at the meeting. Additionally, in line with Section 285 (1) of CAMA 2020, the Directors to retire by rotation are Messrs. Michael Ajukwu, Bruno Zambrano, Ms. Olutoyin Odulate and Mr. Andrew Whiting. Being eligible, they have indicated their willingness to stay in office and offer themselves for re-election. The profiles of the Directors are contained in the Annual Report and on the Company's website at www.internationalbreweriesplc.com

(vi). General Mandate

In line with the Nigerian Exchange Limited ("NGX") Rules on Transactions with Related Parties, the Company is required to obtain a general mandate from Shareholders as per item 7.2 of the agenda above.

(vii). Rights of Shareholders to Ask Questions

Shareholders have a right to ask questions not only at the meeting, but also in writing prior to the meeting. Shareholders are advised to send their questions to the Company Secretary/General Counsel, via email to international.breweries@ng.ab-inbev.com, on or before June 14, 2023.

(viii). No Voting by Related Parties

In line with the provisions of Rules 20.8(h) Rules Governing Related Party Transaction of Nigerian Exchange Limited, interested persons have undertaken to ensure that their proxies, representatives or associates shall abstain from voting on resolution 7.2 above.

(ix). Live Streaming of AGM

The AGM will be streamed live. This will enable shareholders and other stakeholders who are unable to join the meeting electronically to follow the proceedings. You may view proceedings via the Company's YouTube page, the Company's website at <https://www.international-breweriesplc.com> and through the Registrar's platform.

(x). E-Annual Report

The AGM will be streamed live. This will enable shareholders and other stakeholders who are unable to join the meeting electronically to follow the proceedings. You may view proceedings via the Company's YouTube page, the Company's website at <https://www.international-breweriesplc.com> and through the Registrar's platform.

(xi). Change of Address

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



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Company Secretary/Legal Adviser
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Plot 5A Abuja Street, Banana Island
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