

NOTICE OF THE 47TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 47th **Annual General Meeting** (AGM) of International Breweries Plc (the “Company”) will be held **virtually via Zoom Cloud Meeting platform** on **Thursday, August 29, 2024, at 11.00.a.m** to transact the following business:

ORDINARY BUSINESS

1. To receive the Audited Financial Statements of the Company for the year ended December 31, 2023, together with the Reports of the Directors, the Auditors, and the Audit Committee thereon.
2. To elect the following Directors:
 - 2.1. Mrs. Temitope Oguntokun
 - 2.2. Mrs. Chijioke Nkechinyere Ugochukwu
3. To re-elect the following Director who are eligible for retirement by rotation:
 - 3.1. HRM Nnaemeka Alfred Achebe
 - 3.2. Mr. Sunday Akintoye Omole
 - 3.2.1. To note that Mr.Olugbenga Awomolo has indicated his intention to retire at this AGM.
4. To authorize the Directors to fix the remuneration of the Independent Auditors.
5. To elect the shareholders’ representatives to the Statutory Audit Committee.
6. To disclose the remuneration of the Managers of the Company in line with Section 257 of the Companies and Allied Matters Act 2020 (“CAMA”)

SPECIAL BUSINESS – By Ordinary Resolution

7. To consider and if thought fit, transact the following special business as ordinary resolutions of the Company:
 - 7.1. To fix the Remuneration of the Directors in line with the Remuneration Report set out in the Annual Reports and Accounts for the year ending December 31, 2024.
 - 7.2. **"That**, pursuant to Rule 20.8 of the Rulebook of The Exchange 2015 (Issuers’ Rules) governing transactions with Related Parties or Interested Persons, the Board and Management are hereby 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 this 5th Day of August 2024.

BY ORDER OF THE BOARD



Dr. (Mrs.) Marian Reginald-Ukwuoma
Company Secretary/Legal Counsel
FRC/2017/ICSAN/00000016798
Plot 5A Abuja Street, Banana Island
Ikoyi-Lagos

Notes

(I) Proxies

A member of the Company entitled to attend and vote at the meeting is eligible to appoint a Proxy to attend and vote in his/her place and such Proxy needs not be a member of the Company. A proxy form is attached to the Annual Report and Accounts for convenience and ease of reference. All instruments of proxy should be completely executed, duly stamped, and deposited at the office of the **Company's Registrars, Apel Capital Registrars Limited, at 8 Alhaji Bashorun Street, off Norman Williams Crescent, South West Ikoyi, Lagos** or via E-mail to: registrars@apel.com.ng; info@apel.com.ng not later than 48 hours before the time fixed for the meeting. The Company shall bear the cost of stamping the proxy forms in accordance with the Stamp Duties Act 2014.

(II) Virtual Meeting Link

By virtue of schedule 11 of the Business Facilitation (Miscellaneous Provisions) Act 2023, which amended section 240 of the CAMA and the provision of article 17 of the Company's Articles of Association (as amended), the 47th Annual General Meeting of the Company will be held virtually via Zoom Cloud Meeting platform. Members will be required to pre-register ahead of the meeting by visiting the Investor hub of the Company's website at www.international-breweries.com

(III) Closure of Register of Members and Transfer Books

Pursuant to the provision of Section 114 of the Companies and Allied Matters Act, 2020, The Register of Members and Transfer Books of the Company will be closed from Wednesday, August 21, 2024, to Friday, August 23, 2024 (both days inclusive) for the purpose of enabling the Registrars update the Register of Members in preparation for the Annual General Meeting.

(IV) Unclaimed Share Certificates and Dividend Warrants

Several share certificates and dividend warrants have been returned to the Registrars as 'unclaimed'. Shareholders affected are by this notice advised to contact the Company's Registrars, Apel Capital Registrars, at **8 Alhaji Bashorun Street, off Norman Williams Crescent, Southwest Ikoyi, Lagos** for resolution. The Company has also published the list of

unclaimed dividends on its website: www.international-breweries.com

(V) Nominations for the Statutory Audit Committee

In accordance with section 404(3) of the Companies and Allied Matters Act 2020, the Statutory Audit Committee shall consist of five (5) members comprising two (2) Non-Executive Directors and three (3) representatives of the shareholders of the Company. Pursuant to 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.

Please note that Section 404(5) of the CAMA and the Nigerian Code of Corporate Governance 2018 require all members of the Audit Committee to be financially literate, and at least one member to be a member of a professional body in Nigeria established by an Act of the National Assembly. In addition, regulation 26 (3) of the Audit Regulations 2020 of the Financial Reporting Council of Nigeria ("FRCN") requires all members of the Audit Committee to be registered with the FRCN. Accordingly, to be valid, nominations should clearly state the FRC number of the person being nominated. We, therefore, request that all nominations to the Audit Committee should be accompanied by the Curriculum Vitae of the Nominees clearly reflecting their FRC number.

(VI) Election / Re-Election of Directors

Pursuant to Section 274(2) of the CAMA, the Board appointed Mrs Temitope Oguntokun as an Executive Director and Mrs. Chijioke Nkechinyere Ugochukwu as an Independent Non-Executive Director to fill the casual vacancies on the Board. The Board will be presenting them at the meeting for members' ratification. Additionally, in line with Section 285 (1) of CAMA 2020, the Directors to retire by rotation are Messrs. Olugbenga Awomolo, and Mr. Sunday Akintoye Omole. While Mr. Sunday Akintoye Omole has indicated his willingness to stay in office and offered himself for re-election, while Mr. Olugbenga Awomolo has indicated his intention to retire at this AGM. The profiles of the Directors are contained in the Annual Report and on the Company's website at www.international-breweries.com.

On a related note, HRM Nnaemeka Alfred Achebe, whose tenure having now expired as a chairman of the board is now eligible for a yearly renewal in accordance with Article 16 of the Memorandum and Article of Association of the Company which states that "the chairman, when appointed, shall be in office for five (5) years and renewable yearly thereafter" has offered himself for re-election.

Special notice is being given to re-elect **HRM Nnaemeka Alfred Achebe** who is aged over 70 years as a Director pursuant to Sections 261 and 282 of the Companies and Allied Matters Act, 2020.

(VII) 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. Also, all interested persons, their representatives, associates, or their proxies shall abstain from voting on item 7.2.

(VIII) Rights of Shareholders to Ask Questions

In line with Rule 19.12(c) of the Listing Rules of the Nigerian Exchange Limited, shareholders have a right to ask questions not only at the Annual General Meeting, but also in writing prior to the Meeting. Questions submitted prior to the Meeting should be addressed to the Company Secretary/Legal Counsel and should reach the head office of the Company seven (7) days before the date of the Meeting, in any case not later than August 19, 2024, or via email to international.breweries@ng.ab-inbev.com, on or before August 19, 2024.

(IX) Live Streaming of AGM

The AGM will be streamed live online. This will enable stakeholders to follow the proceedings of the meeting. A link will be provided on the Company's website subsequently for this purpose.

(X) Electronic Annual Report

The electronic version of the Annual Report will be circulated to shareholders who have provided their e-mail addresses to the Registrar and will also be available at the Company's website www.international-breweries.com for viewing and download. Shareholders who are interested in receiving a soft copy of the 2023 Annual Report should request by sending an email to: infor@apel.com.ng

(XI) Voting By Interested Persons

In line with the provisions of Rule 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.

(XII) Change of Address

Members are requested to notify the Registrar at **8 Alhaji Bashorun Street, off Norman Williams Crescent, Southwest Ikoyi, Lagos** or email infor@apel.com.ng of changes, if any, in their registered addresses and/or other details.



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