



NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extra-ordinary General Meeting (“EGM”) of International Breweries Plc (“the Company”) will be held at **10:00 am on April 9, 2024 at External Ballroom, Federal Palace Hotel, Ahmadu Bello Way, Victoria Island, Lagos** to consider, and if thought fit, pass the following resolutions as resolutions of the Company:

SPECIAL BUSINESS

SPECIAL RESOLUTION

1. Approval of Shareholder Loan and Debt-to-Equity Conversion

- a) That the loan of US\$379.9 million granted to International Breweries Plc by AB InBEV Nigeria Holdings BV (“the Shareholder Loan”) in respect of the repayment of the loan obtained by the Company from Citibank Abu Dhabi be and is hereby approved in accordance with the terms and conditions presented by the Board of Directors.
- b) Subject to compliance with the applicable regulatory requirements, the Directors be and are authorised to apply any convertible loan, shareholder loan or any other loan amount/facility due to any person from the Company as may be agreed between the person and the Company towards payment for any shares subscribed for in the Rights Issue that has been approved by the shareholders of the Company.
- c) The Directors be and are hereby authorised to approve, sign and/or execute all documents, appoint such 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.

ORDINARY RESOLUTION

2. Signatory Authorisation

That a Director and Company Secretary be authorized to sign and execute all documents necessary to give effect to the above resolutions, including without limitation to, complying with the directives of any regulatory authority.”

NOTES:

a) Proxy

A member of the Company entitled to attend, and vote is entitled to appoint a proxy to attend instead of him. A proxy for a corporation may vote on a show of hands and on a Poll. A proxy need not be a member of the Company. A Proxy Form is attached to this Notice of Meeting. If the Proxy Form is to be valid for the purposes of the meeting, it must be completed and deposited at the office of the Registrar, **Apel Capital Registrars Limited, 8 Alhaji Bashorun Street, off Norman Williams Crescent, S.W. Ikoyi, Lagos State** not less than forty-eight (48) hours prior to the time of the meeting.

b) Closure of Register

The Register of Members and Transfer Books will be closed from March 28, 2024 – March 29, 2024 - both days inclusive for purposes of updating the Register of Members.



c) Circular on Disclosure of Related Party Transaction

The Nigerian Exchange (the “NGX”) Rules Governing Transactions with Related Parties or Interested Persons require that the issuer of securities obtains the approval of securities holders for any interested person transaction that is within the NGX’s threshold. The attached Explanatory Note outlines the related party transaction in respect of which a resolution is to be proposed and passed at the Extra-Ordinary General Meeting convened by this notice.

d) Right to Ask Questions

A Shareholder has the right to ask questions prior to the EGM. Such questions should be submitted in writing to the office of the Company Secretary not less than a week before the date of the EGM.

e) Exclusion from Voting

AB InBEV Nigeria Holdings BV – the majority shareholder of the Company, in compliance Rule 20.8(c) of the Nigerian Exchange Limited Rules Governing Related Party Transaction – has informed the Company that, as a related party, the company, its nominee, associate, related party, or other party acting in concert, *will not* exercise its right to vote at the EGM. Accordingly, AB InBEV Nigeria Holdings BV is excluded from voting at the EGM.

Website

A copy of this Notice, Explanatory Note and other information relating to the meeting can be found on the company’s website at <https://www.international-breweries.com>.

Dated the 18th Day of March 2024

A handwritten signature in blue ink, appearing to be 'Marian Reginald-Ukwuoma'.

BY ORDER OF THE BOARD

**Dr.(Mrs.) Marian Reginald-Ukwuoma
Company Secretary**

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Banana Island, Lagos