

East African Breweries PLC

TO ALL SHAREHOLDERS



NOTICE is hereby given that the One Hundredth Annual General Meeting ('AGM') of East African Breweries PLC (the 'Company') will be held as a hybrid meeting (partly physical and partly virtual using electronic means) at the Safari Park Hotel, along Thika Road, Exit 7 Nairobi on Thursday, 15th September 2022 at 11:00 a.m. (East Africa Time (EAT), GMT+3), to conduct the following business: -

ORDINARY BUSINESS:

- 1) To receive, consider and if thought fit, adopt the Annual Report and Audited Financial Statements for the year ended 30th June 2022 together with the Directors Report and Auditors' Reports thereon.
- 2) **Dividend**
 - a) To confirm the Interim Dividend in respect of the Financial Year ended 30th June 2022, of Kshs 3.75 per ordinary share, which was paid subject to withholding tax, on or about 27th April 2022 to shareholders registered at the close of business on 28th February 2022.
 - b) To approve a final dividend of Kshs 7.25 per ordinary share for the Financial Year ended 30th June 2022, payable net of with holding tax as recommended by the Directors. The dividend will be payable on or about 30th October 2022, to Shareholders on the Register of Members as at the close of business on 15th September 2022.
- 3) **Election of Directors:**
 - a) Carol Musyoka retires by rotation in accordance with the provisions of Articles 117 of the Company's Articles of Association, and, being eligible, offers herself for re-election.
 - b) Jimmy Mugerwa retires by rotation in accordance with the provisions of Articles 117 of the Company's Articles of Association, and, being eligible, offers himself for re-election.
 - c) Leo Breen retires by rotation in accordance with the provisions of Articles 117 of the Company's Articles of Association, and, being eligible, offers himself for re-election.
- 4) In accordance with the provisions of Section 769 of the Companies Act 2015, the following Directors being members of the Board Audit & Risk Management Committee, be elected to continue serving as members of the said Committee:
 - a) John Ulanga
 - b) Japheth Katto
 - c) Jimmy Mugerwa
 - d) Leo Breen
 - e) Ory Okolloh
- 5) To receive, consider and if thought fit approve the Directors' Remuneration Report and the remuneration paid to the Directors for the year ended 30th June 2022.
- 6) To re-appoint Messrs. PricewaterhouseCoopers (PwC) LLP as auditor of the Company in accordance with the provisions of Section 721(2) of the Companies Act, 2015 and to authorize the Board to fix their remuneration for the ensuing financial year.
- 7) To consider any other business of which due notice has been given.

BY ORDER OF THE BOARD

KATHRYNE MAUNDU
GROUP COMPANY SECRETARY

Date: 22nd August 2022

NOTES ON THE ANNUAL GENERAL MEETING ('AGM')

- 1) East African Breweries PLC (the 'Company') has convened and is conducting this AGM as a hybrid meeting, in line with the provisions of the Company's Articles of Association.

Shareholders should register to attend the AGM either physically or electronically by 13th September 2022 at 11:00 a.m. (East Africa Time (EAT), GMT+3) as described further below.

- 2) Shareholders wishing to participate in the AGM should register by doing the following: -
 - a) Dialing *483*809# for all Kenyan telephone networks, *284*34# for Ugandan telephone networks, or *149*46*17# for Tanzania networks, *801*40# for Rwanda networks and *120*6210*10# for South Africa networks and following the various registration prompts; or
 - b) Send an email request to be registered to eabl.agm@eabl.com; or
 - c) Shareholders with email addresses will receive a registration link via email which they can use to register.

In order to complete the registration process, shareholders will need to have their ID/Passport Numbers which were used to purchase their shares and/or their CDSC Account Number at hand.

For assistance, shareholders should dial the following helpline number: (+254) 709 170 041 from 8:00 a.m. to 5:00 p.m. from Monday to Friday.

Shareholders are requested to indicate at the point of registration, if they will attend the meeting physically, at Safari Park Hotel.

Kindly note that registration for the AGM will only be undertaken as outlined above; shareholders will not be able to register for the AGM at the venue of the meeting on the 15th September 2022.

- 3) Registration for the AGM opens on Tuesday, 23rd August 2022 at 11:00 am East Africa Time (GMT+3) and will close on Tuesday, 13th September 2022 at 11:00 am East Africa Time (GMT+3).
- 4) In accordance with Section 180 of the Company's Articles of Association, the following documents may be viewed on the Company's website www.eabl.com
 - (i) a copy of this Notice and the Proxy form; (ii) the Company's Audited Financial Statements for the year ended 30th June 2022.

The Condensed Audited Financial Statements for the year ended 30th June 2022 have been published with this Notice.

The reports may also be accessed upon request by dialing the USSD code above and selecting the Reports option. The reports and agenda can also be accessed on the livestream link.

- 5) Shareholders wishing to raise any questions or clarifications regarding the AGM may do so by:
 - a) Sending their written questions by email to eabl.agm@eabl.com; or
 - b) Shareholders who will have registered to participate in the meeting shall be able to ask questions via SMS by dialing the USSD code above and selecting the option (ask Question) on the prompts; or
 - c) Visiting www.eabl.com and accessing the 2022 AGM page where you can log a question directly on the webpage; and
 - d) In the event that the above is not possible, written questions should be physically delivered with a return physical address or email address to the registered office of the Company at EABL Bustani Office, 5th Floor, Garden City Business Park, Block A, Garden City Road, off Exit 7 Thika Superhighway, Ruaraka, Nairobi OR delivered to Image Registrars Limited, 5th Floor, Absa Towers (formerly Barclays Plaza), Loita Street, P.O. Box 9287 – 00100 GPO, Nairobi.

Shareholders must provide their full details (full names, ID/Passport Number/CDSC Account Number) when submitting their questions and clarifications.

Any questions and clarifications must reach the Company on or before Tuesday, 13th September 2022 at 11:00 am. Limited questions may be responded to from the floor of the meeting during the AGM.

Following receipt of the questions and clarifications, the directors of the Company shall provide written responses to the questions received to the return physical address or email address provided by the Shareholder no later than 12 hours before the start of the AGM. A full list of all questions received, and the answers thereto will be published on the Company's website not later than 12 hours before the start of the AGM.

- 6) In accordance with Section 298(1) of the Companies Act, 2015 shareholders entitled to attend and vote at the AGM are entitled to appoint a proxy to vote on their behalf.

A proxy need not be a member of the Company. If the Proxy appointed is not the Chairman of the AGM, the appointed proxy will need access to a mobile telephone.

A proxy form is available on the Company's website via this link: www.eabl.com. Physical copies of the proxy form are also available at the Company Office Headquarters, situated at EABL Bustani Office, 5th Floor, Garden City Business Park, Block A, Garden City Road, off Exit 7 Thika Superhighway, Ruaraka, Nairobi OR from Image Registrars Limited offices, 5th Floor Absa Towers (formerly Barclays Plaza), Loita Street.

A proxy must be signed by the appointor or his attorney duly authorized in writing. If the appointor is a body corporate, the instrument appointing the proxy shall be given under its common seal or under the hand of an officer or duly authorized attorney of such body corporate.

A completed form of proxy should be emailed to eabl.agm@eabl.com or delivered to Image Registrars Limited, 5th Floor Absa Towers (formerly Barclays Plaza), Loita Street, P.O. Box 9287 – 00100 GPO, Nairobi, so as to be received not later than 48 hours before the time of holding the meeting i.e. by Tuesday, 13th September 2022 at 11:00 a.m. Any person appointed as a proxy should submit his/her mobile telephone number to the Company no later than Tuesday, 13th September 2022 at 11:00 a.m. Any proxy registration that is rejected will be communicated to the shareholder concerned no later than Tuesday, 13th September 2022 to allow time to address any issues.

- 7) The AGM will be streamed live via a link which shall be provided to all shareholders who will have registered to participate in the general meeting. Duly registered shareholders and proxies will receive a short message service (SMS/USSD) prompt on their registered mobile numbers, 24 hours prior to the AGM acting as a reminder of the AGM. A second SMS/USSD prompt shall be sent one hour ahead of the AGM, reminding duly registered shareholders and proxies that the AGM will begin in an hour's time and providing a link to the live stream.
- 8) Duly registered shareholders and proxies may follow the proceedings of the AGM using the live stream platform and may access the agenda. Duly registered shareholders and proxies may vote when prompted by the Chairman.
- 9) A poll shall be conducted for all the resolutions put forward in the notice.
- 10) Results of the poll shall be published within 48 hours following the conclusion of the AGM, in two newspapers of national circulation and on the Company's website.
- 11) Shareholders are encouraged to continuously monitor the Company's website www.eabl.com for updates relating to the AGM. Please report any challenges or issues that you may face to us immediately for quick resolution using the email address eabl.agm@eabl.com or our helpline (+254) 709 170 000 from 8:00 a.m. to 5:00 p.m. from Monday to Friday.
- 12) The Company offices are open during normal business hours on any weekday (Saturday, Sunday and Kenya public holidays excluded), unless closed for any other legal or legitimate reason. Unless stated otherwise, all timings quoted in this notice are East Africa Time (GMT+3).

Net Sales
Kshs 109.4bn
+27%

Profit After Tax
Kshs 15.6bn
+12.4%

Dividend Per Share
Kshs 11.00
Fzt: Nil

Total Taxes
Kshs 87.7 bn*
+18%

Condensed consolidated statement of comprehensive income for the year ended

	30th June 2022 Kshs 'M	30th June 2021 Kshs 'M
Gross Sales	193,850	152,572
Indirect Taxes	(84,441)	(66,610)
Net Revenue	109,409	85,962
Cost of sales	(56,553)	(48,548)
Gross profit	52,856	37,414
Selling and distribution costs	(9,734)	(7,362)
Administrative expenses	(10,842)	(9,320)
Other expenses	(4,028)	(5,925)
Net finance costs	(4,236)	(3,949)
Profit before income tax	24,016	10,858
Income tax expense	(8,442)	(3,896)
Profit for the year	15,574	6,962
Other comprehensive income	1,272	210
Total comprehensive income	16,846	7,172
Basic earnings Per Share	15.00	5.51

Condensed consolidated statement of financial position as at:

	30th June 2022 Kshs 'M	30th June 2021 Kshs 'M
Share capital and share premium	3,273	3,273
Retained earnings	8,678	5,519
Other reserves	(1,470)	(2,607)
Proposed dividends	5,733	-
Non-controlling interests	10,200	8,667
Total equity	26,414	14,852
Borrowings	36,161	39,323
Other non-current liabilities	6,013	6,239
Non-current liabilities	42,174	45,562
Total equity and non-current liabilities	68,588	60,414
Property, plant & equipment	68,585	59,747
Other non-current Assets	6,431	6,277
Non-current assets	75,016	66,024
Inventory	13,272	11,688
Trade and other receivables	12,197	16,792
Cash and bank balances	9,942	5,612
Current Assets	35,411	34,092
Trade and other payables	32,894	31,217
Borrowings	6,634	6,900
Bank overdraft	1,875	1,191
Other non-current liabilities	436	394
Current Liabilities	41,839	39,702
Net current liabilities	(6,428)	(5,610)
	68,588	60,414

Condensed consolidated statement of cash flows for the year ended

	30th June 2022 Kshs 'M	30th June 2021 Kshs 'M
Cash generated from operations	35,330	21,524
Net interest paid	(4,048)	(3,140)
Tax paid	(5,376)	(3,772)
Net cash generated from operating activities	25,906	14,612
Purchase of property, plant and equipment	(13,007)	(7,745)
Other investing activities	(165)	(6,453)
Net cash used in investing activities	(13,172)	(14,198)
Dividends paid	(5,225)	(201)
Proceeds from borrowings	19,519	23,552
Repayment of borrowings	(22,926)	(19,398)
Other financing activities	(766)	(489)
Net cash used in financing activities	(9,398)	3,464
Net increase / (decrease) in cash and cash equivalents	3,336	3,878
At start of period	4,421	1,729
Foreign exchange impact of translation	310	(1,186)
Net increase / (decrease) in cash & cash equivalents	3,336	3,878
Cash and cash equivalents at end of the period	8,067	4,421

Condensed consolidated statement of changes in equity

	Share capital & Share premium Kshs 'M	Other reserves Kshs 'M	Retained earnings Kshs 'M	Proposed dividends	Non-controlling Interest Kshs 'M	Total Kshs 'M
At 30 June 2020 & 1 July 2020	3,273	(2,821)	5,869	-	7,672	13,993
Comprehensive income	-	195	4,355	-	2,622	7,172
Share based payments	-	25	-	-	-	25
Employee share ownership plan	-	(6)	-	-	-	(6)
Transactions with non-controlling interests	-	-	(4,705)	-	(1,566)	(6,271)
Dividends	-	-	-	-	(61)	(61)
At 30 June 2021 & 1 July 2021	3,273	(2,607)	5,519	-	8,667	14,852
Comprehensive income	-	1,229	11,857	-	3,760	16,846
Share based payments	-	30	-	-	-	30
Employee share ownership plan	-	(122)	-	-	-	(122)
Dividends	-	-	(8,698)	5,733	(2,227)	(5,192)
At 30 June 2022	3,273	(1,470)	8,678	5,733	10,200	26,414

*Taxes paid are for operations across East Africa