

# East African Breweries Limited

## ILANI NA AJENDA YA MKUTANO MKUU WA KILA MWAKA

### KWA WENYEHISA WOTE

ILANI INATOLEWA HAPA kwamba kwa mujibu wa Agizo lililotolewa na Mahakama Kuu ya Kenya katika ombi la mahakamani Nambari E.680 la mwaka 2020 lililotolewa mnamo 29 Aprili 2020, Mkutano Mkuu wa Kila Mwaka wa Tisini na Nane wa East African Breweries Limited wa mwaka 2020 utafanyika kwa njia ya mawasiliano ya kielektroniki mnamo Jumatano, 16 Septemba, 2020 saa 11:00 a.m. (tano asubuhi), kutekeleza shughuli zifuatazo: -

### ORDINARY BUSINESS:

1. Kupokea, kutathmini na iwapo itakubalika, kuidhinisha Taarifa za Kifedha Zilizokaguliwa za mwaka uliokamilika mnamo 30 Juni 2020 pamoja na ripoti za Mwenyekiti, Mkurugenzi na Mkaguzi wa hesabu zilizomo kwenye ripoti hiyo.

### 2. Dividend

- Kuthibitisha mgawo wa faida wa muda wa Kshs 3/- kwa kila hisa ulioliipwa mnamo 17 Aprili 2020 kwa mwaka uliokamilika 30 Juni 2020.
- Kutambua kwamba Wakurugenzi hawapendekezi kulipwa kwa mgawo wowote wa mwisho wa faida kwa mwaka uliokamilika 30 Juni 2020.

### 3. Kuchaguliwa kwa Wakurugenzi:

- Bi. Carol Musyoka, anastaafu kwa mzunguko kuambatana na Kifungu 116 cha Sheria za Kuundwa kwa Kampuni, na, kwa kuwa anahitimu, anajiwasilisha kuomba kuchaguliwa tena.
  - Bw. Jimmy Mugerwa anastaafu kwa mzunguko kuambatana na Kifungu 116 cha Sheria za Kuundwa kwa Kampuni, na, kwa kuwa anahitimu, anajiwasilisha kuomba kuchaguliwa tena.
  - Bw. John O'Keeffe anastaafu kwa mzunguko kuambatana na Kifungu 116 cha Sheria za Kuundwa kwa Kampuni, na, kwa kuwa anahitimu, anajiwasilisha kuomba kuchaguliwa tena.
  - Bw. Leo Breen aliteuliwa wakati wa mwaka huo wa kifedha kujaza nafasi iliyokuwa imeachwa kwenye Bodi. Anastaafu kwa mzunguko kuambatana na Kifungu 117 cha Sheria za Kuundwa kwa Kampuni, na, kwa kuwa anahitimu, anajiwasilisha kuomba kuchaguliwa tena.
  - Bi. Risper Ohaga aliteuliwa wakati wa mwaka huo wa kifedha kujaza nafasi iliyokuwa imeachwa kwenye Bodi. Anastaafu kwa mzunguko kuambatana na Kifungu 117 cha Sheria za Kuundwa kwa Kampuni, na, kwa kuwa anahitimu, anajiwasilisha kuomba kuchaguliwa tena.
4. Kwa mujibu wa maelezo katika Kifungu 769 cha Sheria za Kampuni, 2015, Wakurugenzi wafuatao, ambao ni wanachama wa Kamati ya Ukaguzi wa Hesabu & Usimamisi wa Hatari, wachaguliwe kuendelea kuhudumu kama wanachama wa Kamati hiyo:
- Bw. John Ulanga
  - Bw. Japheth Katto
  - Bw. Jimmy Mugerwa
  - Bw. Leo Breen
5. Kupokea, kutathmini na iwapo itakubalika, kuidhinisha Ripoti ya Malipo ya Wakurugenzi kwa mwaka uliomalizika 30 Juni 2020, na kuidhinisha ada ya jumla ya Kshs 391,964,000/- kwa Wakurugenzi wasio-Watendaji kwa mwaka uliomalizika 30 Juni 2020.
6. Kutambua kuwa wakaguzi wa hesabu, PricewaterhouseCoopers (PwC) wataendelea kuhudumu kwa mujibu wa Kifungu 721(2) cha Sheria za Kampuni ya 2015 na kuwapa idhini Wakurugenzi wa Bodi kuamua malipo yao kwa mwaka wa kifedha unaofuata.

7. Kutekeleza shughuli nyingine yoyote ile ambayo ilani yake itakuwa imepokelewa ifaavyo.

### SHUGHULI MAALUM

- Kujadili na iwapo itakubalika, kuidhinisha azimio lifuatalo kama Azimio Maalum, kama ilivyopendekezwa na Wakurugenzi: -
  - Kwamba Vifungu vya Sheria za Kuundwa kwa Kampuni vifanyiwe marekebisha na kuongeza Kifungu kipya 72A:

### 72A UHUDHURIAJI WA MKUTANO MKUU KWA NJIA ZA KIELEKTRONIKI

72A.1 Kwa mkutano mkuu wowote ule, Bodi inaweza kufanya mipango ya watu kuhudhuria sambamba pamoja na kushiriki kupitia njia za kielektroniki na kuwaruhusu watu wasio pahala pamoja kuhudhuria, kuchangia na kupiga kura katika mkutano huo. Mipangilio ya kuhudhuria sambamba na kushiriki katika pahala ambapo watu wanashiriki kwa kutumia njia za kielektroniki inaweza kushirikisha mipangilio ya kudhibiti na kusimamia idadi ya watu wanaohudhuria mkutano wenyewe pahala pa mkutano, bora tu iwe kwamba mipangilio kama hiyo itafanyika hivi kwamba wanachama wote na wawakilishi wao ambao wangependa kuhudhuria mkutano huo wanaweza kuhudhuria kwa kufika katika eneo moja au jingine, ikiwa ni pamoja na maeneo watu kama hao wenyewe wamejichagulia.

72A.2 Wanachama au wawakilishi wao katika pahala au maeneo ambayo watu wanashiriki kupitia njia za kielektroniki watahesabiwa kwenye idadi ya wanaohudhuria mkutano, na watakuwa na haki ya kupiga kura katika mkutano huo, na mkutano huo utahesabiwa kuwa na idadi ya kutosha ya washiriki na yatakayotokea kukubalika iwapo Mwenyekiti wa mkutano huo atajiridhisha kwamba njia za kutosha zipo wakati wa mkutano wote kuhakikisha kwamba wanachama au wawakilishi wao wanaoshiriki mkutano huo katika pahala au maeneo ambayo watu wanashiriki kwa njia za kielektroniki wanaweza:

- Kushiriki katika shughuli ambazo ziliongoza kuitishwa kwa mkutano huo; na
- Kuona na kuwasikia watu wote wanaozungumza (iwe ni kupitia maikrofoni, vipaza sauti, kompyuta, mitambo ya mawasiliano ya sauti na video au vinginevyo, njia hizo ziwe zinatumiwa wakati wa kuidhinishwa kwa Vifungu hivi au vitengenezwe baadaye) katika pahala ambapo watu wanashiriki na au pahala pengine popote pale ambapo watu wanashiriki kupitia njia za kielektroniki.

### KWA AGIZO LA BODI

### KATHRYNE MAUNDU (MS)

### KATIBU WA KAMPUNI

Tarehe: 18 Agosti 2020

**NOTES:**

- 1) In view of the ongoing Coronavirus 2019 (COVID-19) pandemic and the related Public Health Regulations and directives passed by the Government of Kenya precluding inter alia public gatherings, it is impracticable, as contemplated under section 280 of the Companies Act 2015, for East African Breweries Limited to hold a physical Annual General Meeting (AGM) in the manner prescribed in its Articles of Association.
- 2) On 29 April 2020, the High Court of Kenya in Miscellaneous Application No. E680 of 2020, made under the provisions of Section 280 of the Companies Act, 2015 (the Companies Act) issued an order granting special dispensation to any company listed on the Nairobi Securities Exchange ("Public Company") to convene and conduct a virtual general meeting subject to receipt of a No Objection from the Capital Markets Authority (CMA).
- 3) East African Breweries Limited has convened and is conducting this virtual annual general meeting following receipt of a No Objection from the Capital Markets Authority.
- 4) Shareholders wishing to participate in the meeting should register for the AGM by dialing \*483\*816# for all Kenyan telephone networks and \*284\*67# for Ugandan telephone networks and following the various registration prompts. 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) 709 170 000 from 9:00 a.m. to 3:00 p.m. from Monday to Friday. Any shareholder outside Kenya should dial the helpline number to be assisted to register.
- 5) Registration for the AGM opens on Tuesday 18<sup>th</sup> August, 2020 at 11:00 a.m. and will close on Sunday, 13<sup>th</sup> September, 2020 at 11:00 a.m. East African time.
- 6) In accordance with Section 283 (2) (c) of the Companies Act, the following documents may be viewed on the Company's website [www.eabl.com](http://www.eabl.com) (i) a copy of this Notice and the proxy form; (ii) the Company's audited financial statements for the year ended 30<sup>th</sup> June 2020; (iii) a copy of the High Court Order in Miscellaneous Application No. E680 of 2020; and (iv) a copy of the No Objection issued by the CMA.

The Condensed Audited Results for the year ended 30th June 2020 has been published with this Notice.

- 7) Shareholders wishing to raise any questions or clarifications regarding the AGM may do so by:
  - a) sending their written questions by email to [agmquestions@image.co.ke](mailto:agmquestions@image.co.ke); or
  - b) shareholders who will have registered to participate in the meeting shall be able to ask questions vis SMS by dialing the USSD code above and selecting the option (ask Question) on the prompts; or
  - c) sending your written question to [eabl.agm@eabl.com](mailto:eabl.agm@eabl.com)
  - d) In the event that the above is not possible, physically deliver their written questions with a return physical address or email address to the registered office of the Company at 5th Floor, Garden City Business Park, Block A, Garden City Road, off Exit 7 Superhighway. Kindly note that strict Covid-19 protocols will be observed which include the opening of physical letters after 48 hours.

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 Monday 14<sup>th</sup> September, 2020 at 11:00 am. Limited questions will be responded to during the Annual General Meeting.

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 general meeting. A full list of all questions received and the answers thereto grouped into thematic areas and will be published on the Company's website not later than 12 hours before the start of the general meeting.

- 8) In accordance with Section 298(1) of the Companies Act, 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](http://www.eabl.com). Physical copies of the proxy form are also available at 5th Floor, Garden City Business Park, Block A, Garden City Road, off Exit 7 Superhighway, P.O. Box 30161-00100 Nairobi.

A proxy must be signed by the appoint or his attorney duly authorized in writing. If the appointer 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](mailto:eabl.agm@eabl.com) and if not possible, delivered to 5th Floor, Garden City Business Park, Block A, Garden City Road, off Exit 7 Superhighway, P.O. Box 30161-00100 Nairobi, so as to be received not later than 48 hours before the time of holding the meeting i.e. Monday 14th September, 2020 at 11:00 a.m. Any person appointed as a proxy should submit his/her mobile telephone number to the Company no later than Monday 14th September, 2020 at 11:00 a.m. Any proxy registration that is rejected will be communicated to the shareholder concerned no later than Tuesday 15th September, 2020 to allow time to address any issues.

- 9) 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 hours' time and providing a link to the live stream.
- 10) 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) via the USSD prompts.
- 11) A poll shall be conducted for all the resolutions put forward in the notice.
- 12) Results of the poll shall be published within 48 hours following conclusion of the AGM.
- 13) Shareholders are encouraged to continuously monitor the Company's website [www.eabl.com](http://www.eabl.com) for updates relating to the AGM.