



EAST AFRICAN BREWERIES LIMITED

NOTICE OF ANNUAL GENERAL MEETING & FULL YEAR RESULTS (AUDITED)

NOTICE IS HEREBY GIVEN that the Ninety-Sixth Annual General Meeting (AGM) of East African Breweries Limited will be held on **Wednesday, 19th September, 2018** at **Safari Park Hotel, Ruaraka NAIROBI** at **11.00 am** to transact the following business:

ORDINARY BUSINESS:

- To receive, consider and if thought fit, adopt the Annual Report and Audited Financial Statements for the year ended 30th June 2018 together with the Directors Report and Auditors' Reports thereon.
- To confirm the interim dividend of Kshs 2/- per ordinary share paid on 20th April 2018, and declare a final dividend of Kshs 5.50/- per ordinary share payable net of withholding tax on or about 30th October 2018, to shareholders on the register at the close of business on 24th August 2018.
- Election of Directors:
 - Mr. Jimmy Mugerwa retires in accordance with Article 105 of the Articles of Association and being eligible, offers himself for re-election.
 - Dr. Martin Oduor-Otieno retires by rotation in accordance with Article 106 of the Articles of Association and being eligible, offers himself for re-election by virtue of Article 108 of the Articles of Association.
 - Mr. Paul Gallagher retires by rotation in accordance with Article 106 of the Articles of Association and being eligible, offers himself for re-election by virtue of Article 108 of the Articles of Association.
 - In accordance to the provisions of Section 769 of the Companies Act 2015, the following directors being members of the Board Audit & Risk Committee be elected to continue serving as members of the said committee:
 - Dr. Martin Oduor-Otieno;
 - Mr. Japheth Katto;
 - Mr. Paul Gallagher;
 - Mr. Jimmy Mugerwa.
- To receive, consider and if thought fit approve the Directors' Remuneration Report for the year ended 30th June 2018 and to authorize the Board to fix the remuneration of Directors.
- To note that the auditors Messrs. PricewaterhouseCoopers (PWC) continue in office as auditors by virtue of Section 721(2) of the Companies Act 2015 and to authorize the Board to fix their remuneration.

SPECIAL BUSINESS:

- To consider and, if thought fit, pass the following resolution as a Special Resolution:-

Adoption of certain amendments to the Articles of Association:

THAT the existing Articles of Association of the Company be amended as per the draft text of the Articles of Association (in which the proposed amendments are highlighted and which is available on the Company's website www.eabl.com, and available for inspection at the Company's registered office at the Corporate Centre, P.O. Box 30161-00100, Ruaraka, Nairobi from the date hereof until the date of the Annual General Meeting), the changes being made in order to align certain provisions of the Articles of Association to the Companies Act, 2015 and the CMA Code of Corporate Governance Practices for Issuers of Securities to the Public, 2015.

- To consider any other business of which notice will have been duly received.

By order of the Board

Joyce N. Munene
Group Company Secretary
P.O. Box 30161-00100
NAIROBI.

27th August, 2018

NOTES

- A shareholder entitled to attend and vote at the meeting and who is unable to attend is entitled to appoint a proxy to attend and vote on his or her behalf. A proxy need not be a member of the Company.
- In case of a shareholder which is a body corporate, the proxy form must be completed by an officer or attorney of the body corporate duly authorised in writing.
- Shareholders who do not propose to be at the Annual General Meeting are requested to complete and return the proxy form to the Company Secretary at the registered office of the Company or to the Registrars – Custody & Registrars, 6th Floor Bruce House, Standard Street, P. O. Box 8484-00100 Nairobi - so as to arrive not later than 2.30pm on 17th September 2018, being not less than 48 hours before the time appointed for the meeting. Duly signed and dated proxy forms may also be emailed to proxy@candrgroup.co.ke in PDF format.
- In accordance with Article 166 of the Company's Articles of Association, a copy of the entire Annual Report and Financial Statements may be viewed and/or obtained from the Company's website (www.eabl.com).

Year ended 30 June 2018

Condensed consolidated income statement

	Year ended 30 June	
	2018 Kshs 'M	2017 Kshs 'M
Revenue	73,457	70,247
Cost of sales	(41,053)	(39,117)
Gross profit	32,404	31,130
Total Costs	(20,662)	(17,823)
Profit before income tax	11,742	13,307
Income tax expense	(4,486)	(4,792)
Profit for the year	7,256	8,515
Basic Earnings per share	7.19	9.71

Condensed consolidated statement of changes in equity

Year ended	Share capital & Share premium	Other reserves	Proposed dividend & Retained earnings	Non-controlling interest	Total equity
30 June 2018	Kshs 'M	Kshs 'M	Kshs 'M	Kshs 'M	Kshs 'M
At 1 July 2016	3,273	(1,927)	9,938	(416)	10,867
Total comprehensive income for the year	-	(644)	7,677	693	7,726
Dividend	-	-	(5,931)	(674)	(6,605)
At 30 June 2017	3,273	(2,571)	11,684	(397)	11,988
Total comprehensive income for the year	-	(810)	5,684	1,517	6,390
Transactions with non-controlling interests	-	-	(5,694)	5,694	-
Share based payments	-	(493)	540	-	47
Dividend	-	-	(5,931)	(843)	(6,774)
At 30 June 2018	3,273	(3,874)	6,282	5,971	11,652

Condensed consolidated statement of financial position

	As at 30 June	
	2018 Kshs 'M	2017 Kshs 'M
Total Equity	11,652	11,988
Non-current liabilities	33,811	32,695
Total equity and non-current liabilities	45,463	44,683
Non-current assets	49,721	44,532
Working capital		
Current assets	21,526	22,135
Current liabilities	(25,784)	(21,984)
Net assets	45,463	44,683

Condensed consolidated statement of cash flows

	Year ended 30 June	
	2018 Kshs 'M	2017 Kshs 'M
Cash generated from operations	21,717	21,524
Net interest paid	(3,347)	(3,174)
Tax Paid	(4,811)	(4,435)
Net cash generated from operating activities	13,559	13,914
Net cash used in investing activities	(10,492)	(4,668)
Net cash used in financing activities	(3,493)	(992)
Net (decrease)/increase in cash and cash equivalents	(426)	8,255
At start of year	3,318	(3,954)
Foreign exchange impact of translation	295	(983)
Net (decrease)/increase in cash and cash equivalents	(426)	8,255
Cash and cash equivalents at end of year	3,187	3,318