

EAST AFRICAN BREWERIES LIMITED

MINUTES OF THE NINETY-FOURTH ANNUAL GENERAL MEETING OF THE COMPANY HELD AT THE JAMBO BALL ROOM, SAFARI PARK HOTEL, NAIROBI ON THURSDAY 27TH OCTOBER 2016 AT 11:00AM

Present:

Mr. C. Muchene	-	Chairman
Mr. A. Cowan	-	Group Managing Director
Dr. G. Geiszl	-	Group Finance Director
Dr. A. Shonubi	-	Non-Executive Director
Mrs. J. Karuku	-	KBL Managing Director
Mr. J. Katto	-	Non-Executive Director
Mr. N. Mchechu	-	Non-Executive Director
Mr. J. Okeeffe	-	Non-Executive Director
Ms. C. Musyoka	-	Non-Executive Director
Dr. M. Oduor-Otieno	-	Non-Executive Director
Mr. P. Gallagher	-	Non-Executive Director
Ms. J. Munene	-	Company Secretary

Invitees:

Mrs. A. Eriksson	-	Representing PricewaterhouseCoopers, the Company's Auditors
Mr. R. Harney	-	Representing Coulson & Harney Advocates, the Company's Legal Advisors
Mrs. K. Makatiani	-	Representing Custody & Registrars, the Company's Shares Registrar

Members in person	430
Members via Proxies	130
Total	560

01/2016 WELCOME REMARKS BY CHAIRMAN

The Chairman welcomed Shareholders to the Annual General Meeting and introduced members of the Board.

02/2016 NOTICE OF THE MEETING

The Chairman requested the Secretary to read, and the Secretary read, the Notice convening the meeting. The Chairman then declared the meeting duly constituted.

03/2016 REPORT OF DIRECTORS AND AUDITED ACCOUNTS

The Chairman gave a broad overview on the performance of the business. He informed the shareholders that the business had a solid performance in a challenging environment, and that the business had recorded a 25% growth in volumes of the products sold and a 12% increase in sales. He further informed the shareholders that profit grew by 7% compared to the previous financial year. The challenges during the year were due to an increase of 43% to 47% in excise tax and the difficult operating environment in South Sudan. He advised shareholders that the challenges faced had been mitigated by a strong innovation pipeline and a tax rebate on Senator.

On the sustainability front, the Chairman reported that EABL continued working with the communities through the water for life project that started about 10 years ago and has delivered clean water to more than 5 million people around East Africa. He further reported that EABL continued working with farmers, particularly farmers in the dry parts of our country through the sorghum program. He indicated that EABL had in excess of 30,000 farmers in the country, who had a market in EABL for their Sorghum produce.

The Chairman also reported that EABL had continued participating in initiatives towards preservation of the environment; saving water, water usage, electricity usage and protection of the water towers in the country.

All in all, the Chairman reported that EABL was a key player in this market, delivering good results to the shareholders, to the citizens of the region and the communities of which it is a part of.

With those remarks the Chairman then invited the Group Managing Director and the Group Finance Director to share top line highlights of the Company's performance.

Thereafter, the Chairman invited Mrs. A. Eriksson of PricewaterhouseCoopers to read the Auditors' Report to Members.

After extensive discussions, the Chairman requested a Shareholder to propose the first Resolution of the meeting.

Mr. J. Nzau proposed the following resolution:

THAT the Report of the Directors and the Financial statements for the year ended 30 June, 2016 as audited and reported on by the Company's Auditors now submitted to this meeting be and are hereby approved and adopted.

Mr. A. Chami seconded the resolution which was put to the meeting and declared as carried unanimously.

04/2016 DIVIDEND DECLARATION

Mr. R. Mukuria proposed the following resolution:

THAT the interim dividend of Kshs 2.00 per ordinary share paid on 29 April 2016 and the special dividend of Kshs 4.50 per ordinary share paid on 23 June 2016 be and are hereby confirmed and that a final dividend of Kshs 5.50 per ordinary share payable, net of Withholding Tax, on or about the 30 November 2016 to Shareholders on the Register at the close of business on 31 August 2016 be and is hereby approved.

Mr. J. Odhiambo seconded the resolution which was put to the meeting and declared as carried unanimously.

05/2016 ELECTION OF DIRECTORS

Mr. J. Gituma proposed the following resolution:

THAT Mr. Andrew Cowan be and is hereby re-elected a Director of the Company in accordance with Article 105 of the Articles of Association.

Mr. S. Mwangangi seconded the resolution which was put to the Meeting and declared carried unanimously.

Mr. S. Nyonje proposed the following resolution:

THAT Dr. Martin Oduor-Otieno be and is hereby re-elected a Director of the Company in accordance with Article 105 of the Articles of Association.

Mr. P. Apollo seconded the resolution which was put to the Meeting and declared carried unanimously.

Mr. C. Ombati proposed the following resolution:

THAT Mr. Paul Gallagher be and is hereby re-elected a Director of the Company in accordance with Article 105 of the Articles of Association.

Mrs. L. Kihara seconded the resolution, which was put to the Meeting and declared carried unanimously.

The Chairman then handed over the next agenda item to the Deputy Chairman.

The Deputy Chairman requested one Shareholder to propose and another Shareholder to second the following resolution:

THAT Mr. Charles Muchene be and is hereby re-elected a Director of the Company in accordance with Article 108 of the Articles of Association.

Mr. I. Kimani proposed the resolution.

Mr. J. T. Mbugua seconded the resolution which was put to the Meeting and declared carried unanimously.

The Deputy Chairman then handed over the proceedings to the Chairman.

Mr. J. Mwangi proposed the following resolution:

THAT Mr. Japheth Katto be and is hereby re-elected a Director of the Company in accordance with Article 108 of the Articles of Association.

Mr. J. Mbugua seconded the resolution which was put to the Meeting and declared carried unanimously.

Mr. M. Githinji proposed the following resolution:

THAT Mr. Nehemiah Mchechu be and is hereby re-elected a Director of the Company in accordance with Article 108 of the Articles of Association.

Mr. D. Karanja, seconded the resolution which was put to the Meeting and declared carried unanimously.

BOARD AUDIT & RISK COMMITTEE MEMBERS

Mr. G. Maoga proposed the following resolution:

THAT Mr. Mchechu, Mr. Katto, Dr. Oduor-Otieno and Mr. Gallagher be elected to continue serving as members of the Board Audit & Risk Committee.

Mrs. W. Wahome, seconded the resolution which was put to the Meeting and declared carried unanimously.

06/2016 REMUNERATION OF DIRECTORS

Mr. N. Otaro proposed the following resolution:

THAT Directors remuneration for the year ended 30 June 2016 be approved and to note that Directors were not seeking any increase in the structure of their remuneration which accordingly remains at the same level as that applied in 2016.

Mr. A. Chami seconded the resolution which was put to the Meeting and declared carried unanimously.

07/2016 APPOINTMENT AND REMUNERATION OF AUDITORS

Mr. D. Musembi proposed the following resolution:

THAT PricewaterhouseCoopers be appointed as the Company's Auditors for the period ending with the next Annual General Meeting of the Company and that Directors be authorized to determine their remuneration.

Mr. P. Wambua, seconded the resolution which was put to the Meeting and declared carried unanimously.

08/2016 END OF PROCEEDINGS

The Chairman declared the business of the Ninety-Fourth Annual General Meeting as concluded and thanked Shareholders for their attendance.

CONFIRMED AND APPROVED THIS _____ DAY OF _____ 2017

CHAIRMAN

SECRETARY