



# East African Breweries Limited

(A public limited liability company incorporated in Kenya with registration number 5/34)

## ISSUE OF TRANCHE TWO OF UP TO KES [6,000,000,000] FIXED RATE NOTES UNDER THE KSHS 11,000,000,000 DOMESTIC MEDIUM TERM NOTE PROGRAMME

This document constitutes the applicable Pricing Supplement relating to the issue of Notes described herein. Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Information Memorandum dated 03 March 2015, as updated and amended from time to time. This applicable Pricing Supplement must be read in conjunction with such Information Memorandum. To the extent that there is any conflict or inconsistency between the contents of this Pricing Supplement and the Information Memorandum, the provisions of this Pricing Supplement shall prevail.

1. Description of the Notes	
1.1 Issuer	East African Breweries Limited
1.2 Arrangers and Placing Agents	Barclays Bank of Kenya Limited Barclays Financial Services Limited Stanbic Bank Kenya Limited; and SBG Securities Limited
1.3 Status of the Notes	Senior, unsecured
1.4 Issue:	
a. Tranche Number	02
b. Series Number*	EABL-FXD02/2017/5
* explanation of the Series number EABL – East African Breweries Limited; FXD02 – second tranche of fixed rate notes; 2017 – year of issue; 5 – tenor of notes	
1.5 Redemption/Payment Basis	Par
1.6 Principal Amount	Up to KES [6,000,000,000]
1.7 Form of Notes	Book-entry
1.8 Issue Date	[03 April 2017]
1.9 Trade Date	[24 March 2017]
1.10 Business Centre	Nairobi
1.11 Specified Denomination of the Notes	KES 100,000 with integral multiples of KES 10,000 thereof
1.12 Issue Price	100%
1.13 Interest Commencement Date	[03 April 2017]

1.14 Interest Termination Date	[28 March 2022]																				
1.15 Redemption Date	[28 March 2022]																				
1.16 Specified Currency	Kenya Shillings																				
1.17 Applicable Business Day convention	Following Business Day Convention (if an Interest Payment Date (or other date) falls on a date which is not a Business Day, the following Business Day shall be substituted for such day unless such date falls in the next calendar month, in which case the preceding Business Day shall apply.																				
1.18 Fiscal Agent and Registrar	Stanbic Bank Kenya Limited																				
1.19 Specified office																					
i. Of the Fiscal Agent and Registrar	Stanbic Centre, 58 Westlands Road, Nairobi																				
ii. Of the Issuer	Tusker House, Ruaraka, Thika Road																				
1.20 Final Redemption Amount	KES [6,000,000,000]																				
1.21 Record Date	Fifteen (15) calendar days prior to each Interest Payment Date																				
<b>2. Provisions relating to Interest Payable</b>																					
2.1 Fixed Rate Note Provisions	Applicable																				
i. Fixed Rate of Interest	[14.17]% per annum payable semi-annually in arrear																				
ii. Interest Payment Dates	<table border="1"> <tr> <td>1<sup>st</sup></td> <td>[02 October 2017]</td> </tr> <tr> <td>2<sup>nd</sup></td> <td>[02 April 2018]</td> </tr> <tr> <td>3<sup>rd</sup></td> <td>[01 October 2018]</td> </tr> <tr> <td>4<sup>th</sup></td> <td>[01 April 2019]</td> </tr> <tr> <td>5<sup>th</sup></td> <td>[30 September 2019]</td> </tr> <tr> <td>6<sup>th</sup></td> <td>[30 March 2020]</td> </tr> <tr> <td>7<sup>th</sup></td> <td>[28 September 2020]</td> </tr> <tr> <td>8<sup>th</sup></td> <td>[29 March 2021]</td> </tr> <tr> <td>9<sup>th</sup></td> <td>[27 September 2021]</td> </tr> <tr> <td>10<sup>th</sup></td> <td>[28 March 2022]</td> </tr> </table>	1 <sup>st</sup>	[02 October 2017]	2 <sup>nd</sup>	[02 April 2018]	3 <sup>rd</sup>	[01 October 2018]	4 <sup>th</sup>	[01 April 2019]	5 <sup>th</sup>	[30 September 2019]	6 <sup>th</sup>	[30 March 2020]	7 <sup>th</sup>	[28 September 2020]	8 <sup>th</sup>	[29 March 2021]	9 <sup>th</sup>	[27 September 2021]	10 <sup>th</sup>	[28 March 2022]
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iii. Default Rate	Fixed Rate of Interest + 2%																				
iv. Other terms relating to the method of calculating interest for the Fixed Rate Notes	Not Applicable																				
<b>3. Provisions regarding Redemption</b>																					
3.1 Redemption at the option of the Issuer	Applicable																				
If applicable,																					
a. Optional Redemption Dates	Date advised by the Paying Agent																				
b. Optional Redemption Amount(s) and method, if any, of calculation of such amount(s)	KES 50,000,000 and integral multiples of KES 10,000,000 thereafter																				

c. Minimum period of notice (if different from Condition 6 ( <i>Redemption and Purchase</i> ))	Not Applicable
d. If redeemable in part	
i. Minimum Redemption Amount	KES 50,000,000
ii. Higher Redemption Amount	Not Applicable
e. Other terms applicable on Redemption	None
<b>GENERAL</b>	
4. Other terms or special conditions	None
5. Board approval for issuance of the Notes	<ul style="list-style-type: none"> <li>i. 12 February 2015 for the Domestic Medium Term Note Programme; and</li> <li>ii. 26 January 2017 for the issuance of the second tranche of the Notes</li> </ul>
6. Additional Selling Restrictions	None
7. Allotment policy	<p>All applications shall be considered equally for purposes of allotment. In the event of oversubscription, allotment should be on a pro rata basis.</p> <p>The basis of allotment shall be notified to subscribers and the CMA. Applicants will be informed of the reasons for the rejection of an application.</p>
8. Listing	
a. International Securities Identification Numbering (ISIN)	[KE5000007103]
b. Financial Exchange	Nairobi Securities Exchange
c. Relevant sub-market of the Financial Exchange	Fixed Income Securities Market Segment
9. Settlement Procedures and Settlement Instructions	same day funds on [03 April 2017]
10. Details of bank account(s) to which payments are to be made in respect of the Notes Settlement Procedures and Settlement Instructions	<p>Account name: CSNL A/C EABL BOND - FACILITY ACCOUNT</p> <p>Bank: Stanbic Bank Kenya Limited</p> <p>Account number: 0100003781717</p> <p>Branch: Kenyatta Avenue</p>
11. Last Day to Register, which shall mean that the "books closed period" (during which the Register will be closed) will be from each Last Day to Register to the applicable Payment Day until the date of redemption	5.00 p.m. Nairobi time fifteen (15) calendar days prior to each Interest Payment Date until the redemption date
12. Method of Distribution	Public
13. Total Notes in issue (excluding the current issue)	KES 5,000,000,000
14. Rights of Cancellation	The Notes will be delivered to investors on the Issue Date/Settlement Date by registration in the CDSC Account as book-entry Notes provided that:

	<p>(i) no event occurs prior to the settlement process being finalised on the Issue Date/Settlement Date which the Issuer (in its sole discretion) consider to be a <i>force majeure</i> event; or</p> <p>(ii) no event occurs which the Issuer (in its sole discretion) considers may prejudice the issue, the Issuer or the Notes,</p> <p>(each a <b>Withdrawal Event</b>).</p> <p>If the Issuer decides to terminate this transaction due to the occurrence of a Withdrawal Event, this transaction shall terminate and no party hereto shall have any claim against any other party as a result of such termination. In such event, the Notes, if listed, will immediately be de-listed.</p>
15. Tax	<p>Interest earned on the Notes is subject to 15% withholding tax (Attach copy of certificate of exemption where applicable). Capital Gains Tax is not chargeable on any gain which accrues on the disposal of the Notes</p>
16. Material Change	<p>There has been no material change in the Issuer's financial position since the date of the last audited financial statements being 30 June 2016.</p>
17. Minimum level of subscription required to deem this issue successful	[50]%
<b>ADDITIONAL INFORMATION</b>	
18. Additional steps that may be taken following approval of the Extraordinary Resolution (in accordance with the Conditions)	None
19. Specify Agents and Specified Offices if new or other Agents appointed	Not applicable
<b>LISTING APPLICATION</b>	
<p>This Pricing Supplement comprises the final terms required to list the issue of Notes described herein pursuant to the KES 11,000,000,000 Medium Term Note Programme of East African Breweries Limited.</p>	
<b>Salient Dates</b>	
Offer Opens	[Monday 13 March 2017]
Offer Closes	[Friday 24 March 2017]
Allotment Date	[Monday 27 March 2017]
Notification Date (via email/telephone)	[Monday 27 March 2017]
Payment Date	[Monday 03 April 2017]
Issue Date	[Monday 03 April 2017]

CDS Account upload date	[Tuesday 18 April 2017]
Application is hereby made to list this issue of Notes pursuant to the listing of the KES11,000,000,000 Medium Term Note Programme of East African Breweries Limited as from [03 April 2017].	

**EABL Authorised Signatories**

**RESPONSIBILITY**

The Issuer and its Board of Directors accepts responsibility for the information contained in this Pricing Supplement which, when read together with the Information Memorandum, contains all information that is material in the context of the issue of the Notes.

Signed at \_\_\_\_\_ on this \_\_\_\_\_ day of \_\_\_\_\_ 2017.

For and on behalf of  
EAST AFRICAN BREWERIES LIMITED

\_\_\_\_\_  
Name  
Capacity: Director  
Who warrants his/her authority hereto

\_\_\_\_\_  
Name  
Capacity: Director  
Who warrants his/her authority hereto