

# INTERBREW PLC

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26 February, 2021.

LEFKOSIA, CYPRUS

## ANNOUNCEMENT

### **Re: EGM of Interbrew Plc (the "Company") on 26 March 2021 to approve exceptional dividend and share premium account reduction**

The Board of Directors of the Company announces that it has decided today to convene an extraordinary shareholders' meeting, to be held on 26 March 2021 at 11:00 a.m. local time at the registered office of the Company at 1 Lampousas Street, 1095, Lefkosia, Cyprus, to approve (i) an exceptional dividend of € 431.7 million and (ii) a share premium account reduction of € 357.9 million by way of reimbursement to shareholders and holders of GDRs.

Provided that such resolutions are approved by the shareholders, this would effectively upstream, in all material respects, to shareholders and holders of GDRs, the cash treasury currently held by the Company as its only material asset, further to the disposal of its operating subsidiaries in Russia and Ukraine in March 2018.

The payment of the dividend monies would be expected to occur in the course of the week of 29 March 2021. Under the Cypriot corporate law, the share premium account reduction would require a Cypriot court confirmation before the payment of the share premium account reduction monies can occur. It is currently expected that such payment would occur in the course of May 2021.

In conjunction with the above transactions, the Company also intends to seek a termination of the GDRs programs and a delisting of the shares and GDRs from the Luxembourg Stock Exchange, and to aim for such termination and delisting to be effective at some point subsequent to the payment of the share premium account reduction monies. Subsequently, the Company intends to initiate all required steps for the purposes of its entry into voluntary liquidation.

The EGM Notices are hereby attached. The shareholders will also be notified pursuant to the applicable company legislation provisions.

#### **Interbrew Plc contact:**

Denis Khrenov – Chief Executive Officer  
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Email: D.Khrenov@ab-inbev.com

#### **NAP Regulatory Compliance Services Ltd Regulatory Compliance Officer for the Company**

Tel: +357 22 554 343  
Fax: +357 22 554 455  
Email: info@napcompliance.com

CC: Cyprus Securities and Exchange Commission

**INTERBREW PLC**

**(the “Company”)**

**NOTICE OF EXTRORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF THE  
COMPANY**

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of the shareholders of the Company will be held at the registered office of the Company at 1 Lampousas Street, 1095, Nicosia, Cyprus on 26 of March , 2021 at 11:00 a.m. local time, for the purpose of considering and, if thought fit, passing the following resolutions of which resolution no. 1 will be proposed to be passed as an ordinary resolution and resolution no. 2 will be proposed to be passed as a special resolution:

**ORDINARY RESOLUTION**

1. THAT a dividend of € 431.700.124, the payment of which has been recommended by the directors of the Company, be and is hereby declared on the Class A shares of GBP 0,01 each and the Class B shares of GBP 0,01 each issued in the Company, such dividend to be paid in cash as soon as practicable after the date of this Meeting and be apportioned and paid proportionately to the amounts paid or credited as paid on the said shares.

**SPECIAL RESOLUTIONS**

2. THAT the balance of the share premium account of the Company, which is maintained in accordance with section 55 of the Companies Law, CAP. 113, be and is hereby reduced by € 357.932.250 from € 357.932.250 to nil because the amount of € 357.932.250 exceeds the needs of the Company and that the said reduction be effected by the return of € 357.932.250 to the Class A and Class B shareholders of the Company pro rata to the number of shares held by each in cash.

**Dated:** 26 of February, 2021

Evdokia Theocharidou for and on behalf of  
INTER JURA CY (SERVICES) LIMITED  
Secretary

**Registered Office Address:**

1 Lampousas Street  
1095 Nicosia  
Cyprus

## Notes to the notice of the extraordinary general meeting

### ENTITLEMENT TO PARTICIPATE IN THE MEETING

(1) Any person appearing as a member in the register of members of the Company on the record date (a “Member”) is entitled to attend the Meeting. Whilst all Members are entitled to attend the Meeting, whether holding class A or class B shares, only Members holding class B shares are entitled to speak and vote at the Meeting. The record date for determining the right to attend the Meeting is 24 March 2021.

(2) A Member of the Company entitled to attend the Meeting is entitled to appoint one or more proxies to attend and, where applicable, to speak, to ask questions and vote instead of him/her. Such proxy need not be a Member of the Company. A proxy holder holding proxies from several shareholders may cast votes differently for each shareholder.

Joint holders may elect one of their number to represent them and to vote whether in person or by proxy in their name. In default of such election, the vote of the senior of such joint holders who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose, seniority shall be determined by the order in which the names of such holders stand in the register of Members.

(3) A Member wishing to appoint more than one proxy must do so by a single instrument and the presence at the Meeting of the person mentioned first on the instrument, appointing a proxy, shall preclude any other person, mentioned therein, from attending and so on.

(4) The instruments for appointing a proxy are available on the Company’s website ([www.interbrewplc.com](http://www.interbrewplc.com)). Members are invited to select the appropriate instrument(s) depending on whether they are holders of class A and/or class B shares in the Company. The signed instrument(s) must be deposited (together with the power of attorney or other authority (if any) under which they are signed, or a notarially certified copy of such power of authority) at the registered office of Company (1 Lampousas street, 1095, Nicosia, Cyprus) at least 48 hours before the time of the Meeting.

Members are urged to confirm that the proxy form has been received by calling Mr. George Ioannou on +357 22 777000 or by email at [g.ioannou@chrysostomides.com.cy](mailto:g.ioannou@chrysostomides.com.cy).

(5) The proxy can be an individual or a legal person. A legal person, appointed as proxy, shall, by resolution of its directors or other governing body, authorise such natural person(s) as it thinks fit to act as its representative at the Meeting. Such natural persons are required to carry with them a certified copy of the resolution from which they derive their authority.

(6) The instrument, appointing a proxy, must be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a corporation, either under seal, or under the hand of an officer or attorney, duly authorised.

(7) Members and/or their proxies, who will attend the Meeting, are requested to carry with them their identity card or other proof of identification.

(8) As an alternative to signing the proxy, available on Company’s website ([www.interbrewplc.com](http://www.interbrewplc.com)), a Member may appoint a proxy by sending an electronic message to [g.ioannou@chrysostomides.com.cy](mailto:g.ioannou@chrysostomides.com.cy), the contents of which should be as near as possible to the proxy, available on Company’s website ([www.interbrewplc.com](http://www.interbrewplc.com)). Such message must be received no later than 48 hours before the time appointed for holding the Meeting.

(9) Submission of an instrument, appointing a proxy, does not preclude a Member from attending and voting at the Meeting in person if he/she so wishes, in place of the proxy or proxies that he/she has appointed via instrument.

- (10) Any corporation which is a Member of the Company may by resolution of its directors or other governing body authorise any person, natural or legal, to act as its representative at the Meeting and the person so authorised is entitled to exercise the same powers on behalf of such corporation as that corporation could exercise if it were an individual Member of the Company. If the representative is itself a legal person, it shall, by resolution of its directors or other governing body, authorise such natural person as it thinks fit to act as its representative at the Meeting. Such individuals are required to carry with them a certified copy of the resolution from which they derive their authority.
- (11) Joint holders may elect one of their number to represent them and to vote whether in person or by proxy in their name. In default of such election, the vote of the senior who tenders a vote at the Meeting, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose seniority is determined by the order in which the names stand in the Company's register of members.
- (12) No Member shall be entitled to vote at the Meeting unless all calls or other sums presently payable by him/her/it in respect of shares he/she/it holds in the Company have been paid.
- (13) The articles of association of the Company do not provide for participation in the Meeting by electronic means or voting by correspondence without the Member, attending the Meeting in person or by proxy at the place where the Meeting is held.

#### **VOTING PROCEDURES**

- (14) Resolutions put to the vote at the Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the chairman or by at least one Member present in person or by proxy.
- (15) A poll demanded by the chairman or on a question of adjournment is taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the Meeting directs, and any business other than that upon which a poll has been demanded may proceed, pending the taking of a poll. The demand for a poll may be withdrawn.
- (16) On a show of hands every Member present in person or by proxy has one vote. On a poll every Member present in person or by proxy has one vote for each share of which he is the holder or he represents. On a poll a Member entitled to more than one vote need not use all of his/her/its votes or cast all the votes he/she/its uses in the same way.
- (17) An ordinary resolution is passed by a simple majority of the votes cast by Members entitled to vote at the Meeting who are present in person or by proxy.
- (18) A special resolution is a resolution passed by a majority of not less than three-fourths of the shareholders of the Company who voted either in person or by proxy, at the general meeting for which relevant notice of at least twenty one days has been given pursuant to section 135 of the Companies Law, Cap. 113, specifying the intention to propose the resolution as a special resolution.
- (19) The chairman of the Meeting does not have a second or casting vote.

#### **STATUTORY RIGHTS OF MEMBERS**

- (20) Pursuant to section 127B of the Companies Law, Cap. 113 as amended (the "**Companies Law**"), Member(s), holding at least 5 per cent of the Company's issued share capital representing at least 5 per cent of the Company's voting rights, have the right (i) to add an item to the agenda of a general meeting, provided that such item is accompanied either by a statement justifying its inclusion to the agenda or by a proposed resolution to be put to the vote at the meeting, and (ii) to table a proposed resolution for inclusion to the agenda of the meeting.

- (21) The request to add an item on the agenda or table a proposed resolution as described above must be received by the Company in hard copy or electronically at the addresses indicated below at least 42 days prior to the relevant meeting.

Address for delivery of request in hard copy:

The Secretary  
INTERBREW PLC  
1 Lampousas Street  
1095 Nicosia  
Cyprus

Address for delivery of request in electronic format: [g.ioannou@chrysostomides.com.cy](mailto:g.ioannou@chrysostomides.com.cy)

- (22) In the event of receipt of any such request, the Company shall revise the proposed agenda accordingly and make the revised agenda available on its website at [www.interbrewplc.com](http://www.interbrewplc.com).
- (23) Pursuant to section 128C of the Companies Law, Members have the right to ask questions relating to items on the agenda and to have such questions answered by the Company, subject to any reasonable measures the Company may take to confirm the identity of the Member concerned. An answer does not have to be given in any of the following circumstances: (a) if it would unduly interfere with preparation for the meeting or confidentiality or business interests of the Company, or (b) if an answer has already been given on the Company's website in the form of "Questions and Answers" or (c) if the chairman of the meeting deems that it is undesirable in the interests of good order of the meeting that the question be answered.
- (24) Members may submit questions to the Company in advance of the Meeting, in writing, by letter or electronic message sent to the addresses specified in paragraph (19) above. Questions must be accompanied by evidence of the Member's shareholding and must reach the Company at least 4 working days before the Meeting. Answers to any such questions will be provided during the Meeting, unless one of the above-mentioned circumstances applies so that an answer does not need to be given.

#### **OTHER INFORMATION AND AVAILABILITY OF DOCUMENTS**

- (25) As at 26<sup>th</sup> February, 2021, the total issued share capital of the Company is GBP 1.166.289,30 divided into 88.832.710 class A shares of GBP 0,01 each and 27.796.220 class B shares of GBP 0,01 each. Class B shares carry one voting right each.
- (26) A copy of this notice setting out the resolutions that will be put to the vote at the Meeting and the form of the instrument to be used for the appointment of a proxy are available on the Company's website [www.interbrewplc.com](http://www.interbrewplc.com). Hard copies may also be collected from the Company's Registered Office.

**INTERBREW PLC**

**(the “Company”)**

**NOTICE OF EXTRORDINARY GENERAL MEETING OF THE CLASS A SHAREHOLDERS OF THE COMPANY**

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of the Class A shareholders of the Company will be held at the registered office of the Company at 1 Lampousas Street, 1095, Nicosia, Cyprus on 26 of March, 2021 at 11:00 a.m. local time, for the purpose of considering and, if thought fit, passing the following resolution which will be proposed to be passed as a special resolution:

**SPECIAL RESOLUTIONS**

1. THAT the balance of the share premium account of the Company, which is maintained in accordance with section 55 of the Companies Law, CAP. 113, be and is hereby reduced by € 357.932.250 from € 357.932.250 to nil because the amount of € 357.932.250 exceeds the needs of the Company and that the said reduction be effected by the return of € 357.932.250 to the Class A and Class B shareholders of the Company pro rata to the number of shares held by each in cash.

**Dated:** 26 of February, 2021

Evdokia Theocharidou for and on behalf of  
INTER JURA CY (SERVICES) LIMITED  
Secretary

**Registered Office Address:**  
1 Lampousas Street  
1095 Nicosia  
Cyprus

## Notes to the notice of the extraordinary general meeting of Class A shareholders

### ENTITLEMENT TO PARTICIPATE IN THE MEETING

(1) Any person appearing as the holder of Class A shares in the register of members of the Company on the record date (a “Member”) is entitled to attend the Meeting. Only holders of Class A are entitled to attend the Meeting. The record date for determining the right to attend the Meeting is 24 March 2021.

(2) A Member of the Company entitled to attend the Meeting is entitled to appoint one or more proxies to attend and, where applicable, to speak, to ask questions and vote instead of him/her. Such proxy need not be a Member of the Company. A proxy holder holding proxies from several shareholders may cast votes differently for each shareholder.

Joint holders may elect one of their number to represent them and to vote whether in person or by proxy in their name. In default of such election, the vote of the senior of such joint holders who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose, seniority shall be determined by the order in which the names of such holders stand in the register of Members.

(3) A Member wishing to appoint more than one proxy must do so by a single instrument and the presence at the Meeting of the person mentioned first on the instrument, appointing a proxy, shall preclude any other person, mentioned therein, from attending and so on.

(4) The instruments for appointing a proxy are available on the Company’s website ([www.interbrewplc.com](http://www.interbrewplc.com)). The signed instrument(s) must be deposited (together with the power of attorney or other authority (if any) under which they are signed, or a notarially certified copy of such power of authority) at the registered office of Company (1 Lampousas street, 1095, Nicosia, Cyprus) at least 48 hours before the time of the Meeting.

Members are urged to confirm that the proxy form has been received by calling Mr. George Ioannou on +357 22 777000 or by email at [g.ioannou@chrysostomides.com.cy](mailto:g.ioannou@chrysostomides.com.cy).

(5) The proxy can be an individual or a legal person. A legal person, appointed as proxy, shall, by resolution of its directors or other governing body, authorise such natural person(s) as it thinks fit to act as its representative at the Meeting. Such natural persons are required to carry with them a certified copy of the resolution from which they derive their authority.

(6) The instrument, appointing a proxy, must be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a corporation, either under seal, or under the hand of an officer or attorney, duly authorised.

(7) Members and/or their proxies, who will attend the Meeting, are requested to carry with them their identity card or other proof of identification.

(8) As an alternative to signing the proxy, available on Company’s website ([www.interbrewplc.com](http://www.interbrewplc.com)), a Member may appoint a proxy by sending an electronic message to [g.ioannou@chrysostomides.com.cy](mailto:g.ioannou@chrysostomides.com.cy), the contents of which should be as near as possible to the proxy, available on Company’s website ([www.interbrewplc.com](http://www.interbrewplc.com)). Such message must be received no later than 48 hours before the time appointed for holding the Meeting.

(9) Submission of an instrument, appointing a proxy, does not preclude a Member from attending and voting at the Meeting in person if he/she so wishes, in place of the proxy or proxies that he/she has appointed via instrument.

(10) Any corporation which is a Member of the Company may by resolution of its directors or other governing body authorise any person, natural or legal, to act as its representative at the Meeting and the person so authorised is entitled to exercise the same powers on behalf of such

corporation as that corporation could exercise if it were an individual Member of the Company. If the representative is itself a legal person, it shall, by resolution of its directors or other governing body, authorise such natural person as it thinks fit to act as its representative at the Meeting. Such individuals are required to carry with them a certified copy of the resolution from which they derive their authority.

- (11) Joint holders may elect one of their number to represent them and to vote whether in person or by proxy in their name. In default of such election, the vote of the senior who tenders a vote at the Meeting, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose seniority is determined by the order in which the names stand in the Company's register of members.
- (12) No Member shall be entitled to vote at the Meeting unless all calls or other sums presently payable by him/her/it in respect of shares he/she/it holds in the Company have been paid.
- (13) The articles of association of the Company do not provide for participation in the Meeting by electronic means or voting by correspondence without the Member, attending the Meeting in person or by proxy at the place where the Meeting is held.

#### **VOTING PROCEDURES**

- (14) Resolutions put to the vote at the Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the chairman or by at least one Member present in person or by proxy.
- (15) A poll demanded by the chairman or on a question of adjournment is taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the Meeting directs, and any business other than that upon which a poll has been demanded may proceed, pending the taking of a poll. The demand for a poll may be withdrawn.
- (16) On a show of hands every Member present in person or by proxy has one vote. On a poll every Member present in person or by proxy has one vote for each share of which he is the holder or he represents. On a poll a Member entitled to more than one vote need not use all of his/her/its votes or cast all the votes he/she/its uses in the same way.
- (17) A special resolution is a resolution passed by a majority of not less than three-fourths of the shareholders of the Company who voted either in person or by proxy, at the general meeting for which relevant notice of at least twenty one days has been given pursuant to section 135 of the Companies Law, Cap. 113, specifying the intention to propose the resolution as a special resolution.
- (18) The chairman of the Meeting does not have a second or casting vote.

#### **STATUTORY RIGHTS OF MEMBERS**

- (19) Pursuant to section 127B of the Companies Law, Cap. 113 as amended (the "**Companies Law**"), Member(s), holding at least 5 per cent of the Company's issued share capital representing at least 5 per cent of the Company's voting rights, have the right (i) to add an item to the agenda of a general meeting, provided that such item is accompanied either by a statement justifying its inclusion to the agenda or by a proposed resolution to be put to the vote at the meeting, and (ii) to table a proposed resolution for inclusion to the agenda of the meeting.
- (20) The request to add an item on the agenda or table a proposed resolution as described above must be received by the Company in hard copy or electronically at the addresses indicated below at least 42 days prior to the relevant meeting.

Address for delivery of request in hard copy:

The Secretary  
INTERBREW PLC  
1 Lampousas Street  
1095 Nicosia  
Cyprus

Address for delivery of request in electronic format: [g.ioannou@chrysostomides.com.cy](mailto:g.ioannou@chrysostomides.com.cy)

- (21) In the event of receipt of any such request, the Company shall revise the proposed agenda accordingly and make the revised agenda available on its website at [www.interbrewplc.com](http://www.interbrewplc.com)
- (22) Pursuant to section 128C of the Companies Law, Members have the right to ask questions relating to items on the agenda and to have such questions answered by the Company, subject to any reasonable measures the Company may take to confirm the identity of the Member concerned. An answer does not have to be given in any of the following circumstances: (a) if it would unduly interfere with preparation for the meeting or confidentiality or business interests of the Company, or (b) if an answer has already been given on the Company's website in the form of "Questions and Answers" or (c) if the chairman of the meeting deems that it is undesirable in the interests of good order of the meeting that the question be answered.
- (23) Members may submit questions to the Company in advance of the Meeting, in writing, by letter or electronic message sent to the addresses specified in paragraph (19) above. Questions must be accompanied by evidence of the Member's shareholding and must reach the Company at least 4 working days before the Meeting. Answers to any such questions will be provided during the Meeting, unless one of the above-mentioned circumstances applies so that an answer does not need to be given.

#### **OTHER INFORMATION AND AVAILABILITY OF DOCUMENTS**

- (24) As at 26<sup>th</sup> February, 2021, the total issued share capital of the Company is GBP 1.166.289,30 divided into 88.832.710 class A shares of GBP 0,01 each and 27.796.220 class B shares of GBP 0,01 each. Class A shares carry one voting right each at the Class A shareholder meeting.
- (25) A copy of this notice setting out the resolutions that will be put to the vote at the Meeting and the form of the instrument to be used for the appointment of a proxy are available on the Company's website [www.interbrewplc.com](http://www.interbrewplc.com). Hard copies may also be collected from the Company's Registered Office.

**INTERBREW PLC**

**(the “Company”)**

**NOTICE OF EXTRORDINARY GENERAL MEETING OF THE CLASS B SHAREHOLDERS OF THE COMPANY**

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of the Class B shareholders of the Company will be held at the registered office of the Company at 1 Lampousas Street, 1095, Nicosia, Cyprus on 26 of March, 2021 at 11:00 a.m. local time, for the purpose of considering and, if thought fit, passing the following resolution which will be proposed to be passed as a special resolution:

**SPECIAL RESOLUTIONS**

1. THAT the balance of the share premium account of the Company, which is maintained in accordance with section 55 of the Companies Law, CAP. 113, be and is hereby reduced by € 357.932.250 from € 357.932.250 to nil because the amount of € 357.932.250 exceeds the needs of the Company and that the said reduction be effected by the return of € 357.932.250 to the Class A and Class B shareholders of the Company pro rata to the number of shares held by each in cash.

**Dated:** 26 of February, 2021

Evdokia Theocharidou for and on behalf of  
INTER JURA CY (SERVICES) LIMITED  
Secretary

**Registered Office Address:**  
1 Lampousas Street  
1095 Nicosia  
Cyprus

## Notes to the notice of the extraordinary general meeting of Class B shareholders

### ENTITLEMENT TO PARTICIPATE IN THE MEETING

(1) Any person appearing as the holder of Class B shares in the register of members of the Company on the record date (a “Member”) is entitled to attend the Meeting. Only holders of Class B are entitled to attend the Meeting. The record date for determining the right to attend the Meeting is 24 March 2021.

(2) A Member of the Company entitled to attend the Meeting is entitled to appoint one or more proxies to attend and, where applicable, to speak, to ask questions and vote instead of him/her. Such proxy need not be a Member of the Company. A proxy holder holding proxies from several shareholders may cast votes differently for each shareholder.

Joint holders may elect one of their number to represent them and to vote whether in person or by proxy in their name. In default of such election, the vote of the senior of such joint holders who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose, seniority shall be determined by the order in which the names of such holders stand in the register of Members.

(3) A Member wishing to appoint more than one proxy must do so by a single instrument and the presence at the Meeting of the person mentioned first on the instrument, appointing a proxy, shall preclude any other person, mentioned therein, from attending and so on.

(4) The instruments for appointing a proxy are available on the Company’s website ([www.interbrewplc.com](http://www.interbrewplc.com)). The signed instrument(s) must be deposited (together with the power of attorney or other authority (if any) under which they are signed, or a notarially certified copy of such power of authority) at the registered office of Company (1 Lampousas street, 1095, Nicosia, Cyprus) at least 48 hours before the time of the Meeting.

Members are urged to confirm that the proxy form has been received by calling Mr. George Ioannou on +357 22 777000 or by email at [g.ioannou@chrysostomides.com.cy](mailto:g.ioannou@chrysostomides.com.cy).

(5) The proxy can be an individual or a legal person. A legal person, appointed as proxy, shall, by resolution of its directors or other governing body, authorise such natural person(s) as it thinks fit to act as its representative at the Meeting. Such natural persons are required to carry with them a certified copy of the resolution from which they derive their authority.

(6) The instrument, appointing a proxy, must be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a corporation, either under seal, or under the hand of an officer or attorney, duly authorised.

(7) Members and/or their proxies, who will attend the Meeting, are requested to carry with them their identity card or other proof of identification.

(8) As an alternative to signing the proxy, available on Company’s website ([www.interbrewplc.com](http://www.interbrewplc.com)), a Member may appoint a proxy by sending an electronic message to [g.ioannou@chrysostomides.com.cy](mailto:g.ioannou@chrysostomides.com.cy), the contents of which should be as near as possible to the proxy, available on Company’s website ([www.interbrewplc.com](http://www.interbrewplc.com)). Such message must be received no later than 48 hours before the time appointed for holding the Meeting.

(9) Submission of an instrument, appointing a proxy, does not preclude a Member from attending and voting at the Meeting in person if he/she so wishes, in place of the proxy or proxies that he/she has appointed via instrument.

(10) Any corporation which is a Member of the Company may by resolution of its directors or other governing body authorise any person, natural or legal, to act as its representative at the Meeting and the person so authorised is entitled to exercise the same powers on behalf of such

corporation as that corporation could exercise if it were an individual Member of the Company. If the representative is itself a legal person, it shall, by resolution of its directors or other governing body, authorise such natural person as it thinks fit to act as its representative at the Meeting. Such individuals are required to carry with them a certified copy of the resolution from which they derive their authority.

- (11) Joint holders may elect one of their number to represent them and to vote whether in person or by proxy in their name. In default of such election, the vote of the senior who tenders a vote at the Meeting, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose seniority is determined by the order in which the names stand in the Company's register of members.
- (12) No Member shall be entitled to vote at the Meeting unless all calls or other sums presently payable by him/her/it in respect of shares he/she/it holds in the Company have been paid.
- (13) The articles of association of the Company do not provide for participation in the Meeting by electronic means or voting by correspondence without the Member, attending the Meeting in person or by proxy at the place where the Meeting is held.

#### **VOTING PROCEDURES**

- (14) Resolutions put to the vote at the Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the chairman or by at least one Member present in person or by proxy.
- (15) A poll demanded by the chairman or on a question of adjournment is taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the Meeting directs, and any business other than that upon which a poll has been demanded may proceed, pending the taking of a poll. The demand for a poll may be withdrawn.
- (16) On a show of hands every Member present in person or by proxy has one vote. On a poll every Member present in person or by proxy has one vote for each share of which he is the holder or he represents. On a poll a Member entitled to more than one vote need not use all of his/her/its votes or cast all the votes he/she/its uses in the same way.
- (17) A special resolution is a resolution passed by a majority of not less than three-fourths of the shareholders of the Company who voted either in person or by proxy, at the general meeting for which relevant notice of at least twenty one days has been given pursuant to section 135 of the Companies Law, Cap. 113, specifying the intention to propose the resolution as a special resolution.
- (18) The chairman of the Meeting does not have a second or casting vote.

#### **STATUTORY RIGHTS OF MEMBERS**

- (19) Pursuant to section 127B of the Companies Law, Cap. 113 as amended (the "**Companies Law**"), Member(s), holding at least 5 per cent of the Company's issued share capital representing at least 5 per cent of the Company's voting rights, have the right (i) to add an item to the agenda of a general meeting, provided that such item is accompanied either by a statement justifying its inclusion to the agenda or by a proposed resolution to be put to the vote at the meeting, and (ii) to table a proposed resolution for inclusion to the agenda of the meeting.
- (20) The request to add an item on the agenda or table a proposed resolution as described above must be received by the Company in hard copy or electronically at the addresses indicated below at least 42 days prior to the relevant meeting.

Address for delivery of request in hard copy:

The Secretary  
INTERBREW PLC  
1 Lampousas Street  
1095 Nicosia  
Cyprus

Address for delivery of request in electronic format: [g.ioannou@chrysostomides.com.cy](mailto:g.ioannou@chrysostomides.com.cy)

- (21) In the event of receipt of any such request, the Company shall revise the proposed agenda accordingly and make the revised agenda available on its website at [www.interbrewplc.com](http://www.interbrewplc.com)
- (22) Pursuant to section 128C of the Companies Law, Members have the right to ask questions relating to items on the agenda and to have such questions answered by the Company, subject to any reasonable measures the Company may take to confirm the identity of the Member concerned. An answer does not have to be given in any of the following circumstances: (a) if it would unduly interfere with preparation for the meeting or confidentiality or business interests of the Company, or (b) if an answer has already been given on the Company's website in the form of "Questions and Answers" or (c) if the chairman of the meeting deems that it is undesirable in the interests of good order of the meeting that the question be answered.
- (23) Members may submit questions to the Company in advance of the Meeting, in writing, by letter or electronic message sent to the addresses specified in paragraph (19) above. Questions must be accompanied by evidence of the Member's shareholding and must reach the Company at least 4 working days before the Meeting. Answers to any such questions will be provided during the Meeting, unless one of the above-mentioned circumstances applies so that an answer does not need to be given.

#### **OTHER INFORMATION AND AVAILABILITY OF DOCUMENTS**

- (24) As at 26<sup>th</sup> February, 2021, the total issued share capital of the Company is GBP 1.166.289,30 divided into 88.832.710 class A shares of GBP 0,01 each and 27.796.220 class B shares of GBP 0,01 each. Class B shares carry one voting right each at the Class B shareholder meeting.
- (25) A copy of this notice setting out the resolutions that will be put to the vote at the Meeting and the form of the instrument to be used for the appointment of a proxy are available on the Company's website [www.interbrewplc.com](http://www.interbrewplc.com). Hard copies may also be collected from the Company's Registered Office.