



**SUN INTERBREW PLC (the "Company")**

**NOTICE OF ANNUAL GENERAL MEETING OF THE SHAREHOLDERS**

NOTICE IS HEREBY GIVEN that the annual 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 10<sup>th</sup> June, 2016 at 11:00 a.m. local time, with the following agenda:-

1. Presentation and review of the Annual Financial Report which includes the final, audited, separate Financial Statements of the Company as well as the final, audited, and consolidated Financial Statements of the Sun Interbrew PLC Group for the financial year ended 31<sup>st</sup> December 2015, the report of the directors of the Company (the "**Directors**") and the report of the auditors of the Company upon those financial statements.
2. Determination of the remuneration of the non-executive members of the Board of Directors for 2016. The proposal of the Board of Directors for the remuneration of each non-executive director for the year 2016 is to remain at the same level as for 2015.
3. Appointment of new independent auditors Deloitte Limited for the Financial Year 2016, and authorization to the Board of Directors to fix their remuneration for the year 2016.
4. Any other matter, that may, according to the Company's Articles of Association, be discussed at the Annual General Meeting.

**Dated:** 27<sup>th</sup> April, 2016

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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 Annual 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 7<sup>th</sup> June 2016.
- (2) A Member of the Company entitled to attend at the Meeting is entitled to appoint one or more proxies to attend and, where applicable, vote instead of him/her. Such proxy need not be a Member of the Company.

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 SIL's website ([www.suninterbrew.com](http://www.suninterbrew.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.suninterbrew.com](http://www.suninterbrew.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.suninterbrew.com](http://www.suninterbrew.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 in respect of shares he/she 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 votes or cast all the votes he/she 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. The chairman of the Meeting does not have a second or casting vote.

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

- (18) 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.
- (19) 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  
SUN 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)

- (20) 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.suninterbrew.com](http://www.suninterbrew.com).
- (21) 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.
- (22) 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**

- (23) As at 27<sup>th</sup> April 2016, 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.
- (24) The Board of Directors proposes the appointment of new independent auditors for the Company and its Group, for the Financial Year 2016. The whole group of Anheuser-Busch Inbev, which is the Company's ultimate parent company and ultimate controlling party, has decided the change of independent auditors from the 2016 Financial Year, to Deloitte Limited.
- (25) A copy of this notice setting out the resolutions that will be put to the vote at the Meeting, the form of the instrument to be used for the appointment of a proxy and the annual report of the Company for the year ended 31 December 2015 (comprising of the audited consolidated and separate financial statements of the Company, the Directors' report and the auditors' report) are available on the Company's website [www.suninterbrew.com](http://www.suninterbrew.com). Hard copies may also be collected from the Company's Registered Office.