

Notice and Agenda of the Virtual Annual General Meeting scheduled for 11 September 2025 from 11am

TO ALL SHAREHOLDERS

NOTICE is hereby given that the 103rd Annual General Meeting (‘AGM’) of East African Breweries PLC (the ‘Company’) will be held as a virtual meeting (using electronic means) on Thursday, 11th September 2025 at 11:00 a.m. (East Africa Time (EAT), GMT+3) to conduct the following business: -

ORDINARY BUSINESS:

- 1) To receive, consider and if thought fit, adopt the Annual Report and Audited Financial Statements for the year ended 30th June 2025 together with the Directors’ Report and Auditors’ Reports thereon.
- 2) Dividend

a) To confirm the Interim Dividend in respect of the Financial Year ended 30th June 2025, of Kshs 2.50 per ordinary share, which was paid subject to withholding tax, on or about 28th April 2025 to shareholders registered at the close of business on 16th February 2025.

b) To approve a final dividend of Kshs 5.50 per ordinary share for the financial year ended 30th June 2025, payable net of withholding tax as recommended by the Directors. The dividend will be payable on or 28th October 2025, to Shareholders on the Register of Members as at the close of business on 16th September 2025.
- 3) Election of Directors:

a) Mr. Leo Breen retires by rotation in accordance with the provisions of Articles 117 of the Company’s Articles of Association, and being eligible, offers himself for re-election.

b) Ms. Ory Okolloh retires by rotation in accordance with the provisions of Articles 117 of the Company’s Articles of Association, and being eligible, offers herself for re-election.

c) Ms. Lorna Benton was appointed during the year to fill a casual vacancy on the Board. She retires in accordance with the provisions of Article 116 of the Company’s Articles of Association, and being eligible, offers herself for re-election.

d) Ms. Hina Nagarajan was appointed during the year to fill a casual vacancy on the Board. She retires in accordance with the provisions of Article 116 of the Company’s Articles of Association, and being eligible, offers herself for re-election.

e) Mr. Andrew Ross was appointed during the year to fill a casual vacancy on the Board. He retires in accordance with the provisions of Article 116 of the Company’s Articles of Association, and being eligible, offers himself for re-election.
- 4) In accordance with the provisions of Section 769 of the Companies Act, Chapter 486 of the Laws of Kenya, the following Directors being members of the Board Audit & Risk Management Committee, be elected to continue serving as members of the said Committee, subject to the re-election of the Directors who are named in Agenda 3 above: Felix Okoboi; Jimmy Mugerwa; Leo Breen; and Ory Okolloh.
- 5) To receive, consider and if thought fit approve the Directors’ Remuneration Report and the remuneration paid to the Directors for the year ended 30th June 2025.
- 6) To re-appoint Messrs. PricewaterhouseCoopers (PwC) LLP as auditor of the Company in accordance with the provisions of Section 721(2) of the Companies Act, Chapter 486 of the Laws of Kenya and to authorize the Board to fix their remuneration for the ensuing financial year.

SPECIAL BUSINESS

- 7) To consider and if thought fit pass the following ordinary resolution as recommended by the Directors: “That pursuant to the provisions of clause 8.21 of the Thirteenth Schedule of the Capital Markets (Public Offers, Listings and Disclosures) Regulations, 2023, the following policies be and are hereby approved.

a) EABL Communication Policy;

b) EABL Corporate Disclosure Policy;

c) EABL Conflict and Dispute Resolution Policy; and

d) EABL Policy on Board Remuneration and for the Attraction and Retention of Board Members.
- 8) To consider any other business of which due notice has been given.

BY ORDER OF THE BOARD

ANGELA NAMWAKIRA
COMPANY SECRETARY

Date: 20 August 2025

NOTES ON THE ANNUAL GENERAL MEETING (‘AGM’)

- 1) East African Breweries PLC (the ‘Company’) has convened and is conducting this AGM as a virtual meeting, in line with the provisions of the Company’s Articles of Association.

Shareholders should register to attend the AGM virtually by Tuesday, 9th September 2025 at 11:00 a.m. (East Africa Time (EAT), GMT+3) as described further below.
- 2) Shareholders wishing to participate in the AGM should register by doing the following: -

a) Dialing ***483*810#** from any network and follow the prompts; or

b) Send an email request to be registered to eabl.agm@eabl.com; or

c) Shareholders with email addresses will receive a registration link via email which they can use to register.

In order to complete the registration process, shareholders will need to have their ID/Passport Numbers which were used to purchase their shares and/or their CDSC Account Number at hand.

For assistance, shareholders should dial the following helpline number: (+254) 709 170 041 from 8:00 a.m. to 5:00 p.m. from Monday to Friday.

Kindly note that registration for the AGM will only be undertaken as outlined above.
- 3) Registration for the AGM opens on Thursday, 21st August 2025 at 11:00 am East Africa Time (GMT+3) and will close on Tuesday, 9th September 2025 at 11:00 am East Africa Time (GMT+3).
- 4) In accordance with Section 180 of the Company’s Articles of Association, the following documents may be viewed on the Company’s website www.eabl.com:

(i) a copy of this Notice and the Proxy form;

(ii) the Company’s Audited Financial Statements for the year ended 30th June 2025.

(iii) The following Policies to be approved by the Members at the Annual General Meeting:

- a) The EABL Communication Policy;
- b) EABL Corporate Disclosure Policy;
- c) EABL Conflict and Dispute Resolution Policy; and
- d) EABL Policy on Board Remuneration and for the Attraction and Retention of Board Members.
- The reports may also be accessed upon request by dialing the USSD code above and selecting the Reports option. The reports and agenda can also be accessed on the livestream link.
- 5) Shareholders wishing to raise any questions or clarifications regarding the AGM may do so by:

a) Sending their written questions by email to eabl.agm@eabl.com; or

b) Shareholders who will have registered to participate in the meeting shall be able to ask questions via SMS by dialing the USSD code above and selecting the option (ask Question) on the prompts; and

c) In the event that the above is not possible, written questions should be physically delivered with a return physical address or email address to the registered office of the Company at Garden City Business Park, Block A, 5th Floor, Peponi Road, Off Ngumba Road, Exit 7, Off Thika Superhighway, P.O. Box 30161-00100 Nairobi OR delivered to Image Registrars Limited, 5th Floor, Absa Towers (formerly Barclays Plaza), Loita Street, P.O. Box 9287 – 00100 GPO, Nairobi.

Shareholders must provide their full details (full names, ID/Passport Number/CDSC Account Number) when submitting their questions and clarifications.

Any questions and clarifications must reach the Company on or before Tuesday, 9th September 2025 at 11:00 am. Limited questions may be responded to during the AGM.

Following receipt of the questions and clarifications, the Directors of the Company shall provide written responses to the questions received to the return physical address or email address provided by the Shareholder no later than 12 hours before the start of the AGM. All questions received will be responded to via the channel used by the shareholder i.e. SMS (for USSD option), Email, Letter or Telephone call. Questions will also be responded to during the meeting.

A full list of all questions received arranged in thematic areas, and the answers thereto will be published on the Company’s website not later than 24 hours following the conclusion of the meeting.
- 6) In accordance with Section 298(1) of the Companies Act, Cap 486, Laws of Kenya, shareholders entitled to attend and vote at the AGM are entitled to appoint a proxy to vote on their behalf.

A proxy need not be a member of the Company. If the Proxy appointed is not the Chairman of the AGM, the appointed proxy will need access to a mobile telephone.

A proxy form is available on the Company’s website via this link: www.eabl.com. Physical copies of the proxy form are also available at the Company Office Headquarters, situated at Garden City Business Park, Block A, 5th Floor, Peponi Road, Off Ngumba Road, Exit 7, Off Thika Superhighway, P.O. Box 30161-00100 Nairobi OR from Image Registrars Limited offices, 5th Floor Absa Towers (formerly Barclays Plaza), Loita Street.

A proxy must be signed by the appointor or his attorney duly authorized in writing. If the appointor is a body corporate, the instrument appointing the proxy shall be given under its common seal or under the hand of an officer or duly authorized attorney of such body corporate.

A completed form of proxy should be emailed to eabl.agm@eabl.com or delivered to Image Registrars Limited, 5th Floor Absa Towers (formerly Barclays Plaza), Loita Street, P.O. Box 9287 – 00100 GPO, Nairobi, so as to be received not later than 48 hours before the time of holding the meeting i.e. by Tuesday, 9th September 2025 at 11:00 a.m. Any person appointed as a proxy should submit his/her mobile telephone number to the Company no later than Tuesday, 9th September 2025 at 11:00 a.m. Any proxy registration that is rejected will be communicated to the Shareholder concerned no later than Wednesday, 10th September 2025, to allow time to address any issues.
- 7) The AGM will be streamed live via a link which shall be provided to all shareholders who will have registered to participate in the general meeting. Duly registered shareholders and proxies will receive a short message service (SMS/USSD) prompt on their registered mobile numbers, 24 hours prior to the AGM acting as a reminder of the AGM. A second SMS/USSD prompt shall be sent one hour ahead of the AGM, reminding duly registered shareholders and proxies that the AGM will begin in an hour’s time and providing a link to the live stream.
- 8) Duly registered shareholders and proxies may follow the proceedings of the AGM using the live stream platform and may access the agenda. Duly registered shareholders and proxies may vote when prompted by the Chairman.
- 9) A poll shall be conducted for all the resolutions put forward in the notice.
- 10) Results of the poll shall be published within 48 hours following the conclusion of the AGM, in two newspapers of national circulation and on the Company’s website.
- 11) To ensure receipt of future dividends in a timely manner, Shareholders are hereby requested to provide their bank details and update their payment option to electronic funds transfer or Mobile Money. To do so, shareholders are requested to update their dividend payment details via any one of the following channels:

a) Complete an online opt-in form through <https://eabl.azurewebsites.net/>;

b) Send an email to Image Registrars Limited through eabl@image.co.ke;

c) Opt-In via USSD by dialing ***483*810#** as you register for the Annual General Meeting (AGM).

d) Shareholders who maintain CDS Accounts are also encouraged to notify any change of address or request for payment of dividends through bank accounts /MPESA via their stockbroker or investment bank.

e) Shareholders with certificates are advised to contact Image Registrars Limited offices, 5th Floor Absa Towers (formerly Barclays Plaza), Loita street, Nairobi via Email address eabl@image.co.ke or Telephone no. 0709 170000.
- 12) Shareholders are encouraged to continuously monitor the Company’s website www.eabl.com for updates relating to the AGM. Please report any challenges or issues that you may face to us immediately for quick resolution using the email address eabl.agm@eabl.com or our helpline (+254) 709 170 000 from 8:00 a.m. to 5:00 p.m. from Monday to Friday.
- 13) The Company offices are open during normal business hours on any weekday (Saturday, Sunday and Kenya public holidays excluded), unless closed for any other legal or legitimate reason. Unless stated otherwise, all timings quoted in this notice are East Africa Time (GMT+3).
- 14) We acknowledge and thank you for sharing your information. As part of our commitment to transparency, we undertake to collect, process and store your personal data in accordance with the Data Protection Laws of Kenya and the Company’s Data Protection Policy.