



## Notes to the Notice of the Annual General Meeting

### ENTITLEMENT TO PARTICIPATE IN THE ANNUAL GENERAL MEETING

- (1) Any person appearing as a Member in accordance with register of members of SUN Interbrew Plc. Each Class B share is entitled to vote. The record date for determining the right to vote at the Annual General Meeting is 3 October 2011. Transactions, which will be taking place on 3 October 2011 and thereafter, will not be considered in determining the right to vote at the Annual General Meeting.
- (2) A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf. Members may appoint any person as their proxy however such appointment must be made by a single instrument. Such proxy need not be a Member of the SUN Interbrew Plc.  
  
In the case of joint holders, 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) The instrument appointing a proxy which is enclosed and has been posted on SUN Interbrew Plc's website [www.suninterbrew.com](http://www.suninterbrew.com) must be deposited at the registered office of SUN Interbrew Plc, 1 Lampousas street, 1095, Nicosia, Cyprus, at least 48 hours before the time of the Annual General Meeting.
- (4) The Instrument appointing a proxy shall be in writing under the hand of the appointee or of his attorney duly authorised in writing, or, if the appointee is a corporation, either under seal, or under the hand of an officer or attorney duly authorized.
- (5) Members and/or their proxies who will attend the Annual General Meeting are requested to carry with them their identity card or other proof of identification.
- (6) Any legal entity, which is a Member of SUN Interbrew Plc, may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of SUN Interbrew Plc or of any class of Members of SUN Interbrew Plc and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Member of SUN Interbrew Plc.
- (7) The Articles of the Company do not provide for participation in the General 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 AT GENERAL MEETINGS

- (8) At any general meeting, any resolution 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 or by oral statement) demanded:
  - (a) by the Chairman or
  - (b) by at least one member present in person or by proxy or

- (9) A poll demanded following a request of the Chairman or on a question of adjournment shall be 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 be proceeded with, pending the taking of a poll. The demand for a poll may be withdrawn.
- (10) In a vote by ballot at a general meeting, a Member, which attends either in person or through a proxy and has the right of more than one vote does not need, if he does vote, to use all the votes or cast all the votes he will use in the same way.
- (11) An ordinary resolution is a resolution passed at a general meeting by a simple majority of Members of the Company entitled to vote at the meeting who are present in person or by proxy.
- (12) A resolution by a Company shall be a special resolution passed at a general meeting by majority of not less than three-fourths of the number of Members of the Company entitled to vote at the meeting who are present in person or by proxy, for which relevant notice has been given pursuant to Article 135 of the Companies Law, Cap 113 specifying the intention to propose the resolution as a special resolution.

#### **MEMBERS RIGHTS AT THE ANNUAL GENERAL MEETING**

- (13) Pursuant to articles 127B of Companies Law Cap. 113 (as amended), Members of SUN Interbrew Plc have the right (i) to put an item on the agenda of the annual general meeting, provided that the item is accompanied by a written explanation justifying the inclusion of the item or a proposed resolution for approval at the general meeting, and (ii) to table a draft resolution for inclusion in the agenda of a general meeting provided that the Member or group of Members hold at least 5% of the issued share capital of SIL, representing at least 5% of the voting rights of Members entitled to vote at the meeting for which an item has been added on the agenda.

The Members request to put an item on the agenda or resolution (as described above on section (i)) must be received by the SUN Interbrew Plc's Secretary 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:

Secretary,  
SUN INTERBREW PLC  
1 Lampousas street  
1095, Nicosia  
Cyprus

Address for delivery of request in electronic format: [oleksandr.balakhnov@inbev.com](mailto:oleksandr.balakhnov@inbev.com)

- (14) Pursuant to section 128C of the Companies Law Cap. 113 (as amended), Members have a right to ask questions related to items on the agenda and to have such questions answered by the Board of Directors of SIL subject to any reasonable measures SIL may take to ensure the identification of the Members. An answer is not required if (a) it would interfere unduly with preparation for the meeting or the confidentiality or business interests of SIL, or (b) an answer has already been given on SUN Interbrew Plc's website in the form of "Questions and Answers" or (c) the Chairman deems that it is undesirable in the interests of good order of the meeting that the question be answered.

Before the Annual General Meeting, Members may submit questions in writing by sending a letter, together with evidence of their shareholding, at least four working days before the meeting (i.e. by 19 October 2011) to the Secretary of SIL 1 Lampousas street, 1095, Nicosia, Cyprus or by email to [oleksandr.balakhnov@inbev.com](mailto:oleksandr.balakhnov@inbev.com)

## OTHER INFORMATION AND AVAILABLE DOCUMENTS

- (15) As at 3 October 2011 (being the latest practicable date to the issue of this Notice), the total issued share capital of SUN Interbrew Plc is 116,628,930 divided into 88,832,710 Class A Shares of GBP 0.01 each and 27,796,220 Class B Shares of GBP 0.01 .
- (16) The Notice to the Annual General Meeting, the Form of Proxy and the proposed resolution will be available in electronic form on the website of SIL [www.suninterbrew.com](http://www.suninterbrew.com) .
- (17) The Reports and Financial Statements of SIL, which will be considered at the Annual General Meeting (Annual Report), will be available on the website of SIL [www.suninterbrew.com](http://www.suninterbrew.com).