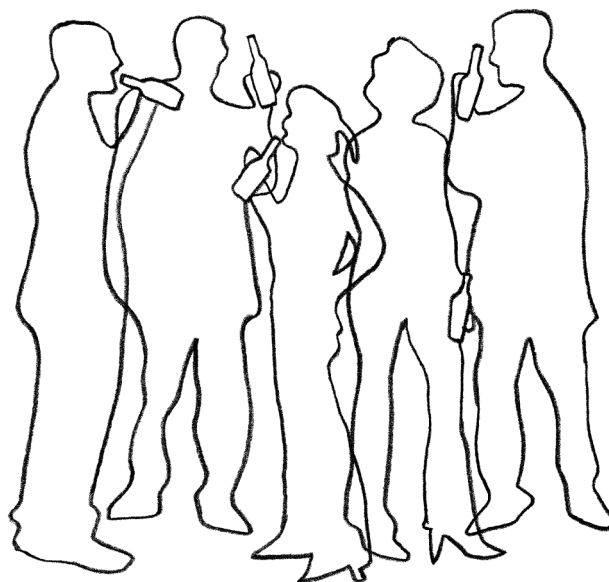


Notice of Annual General Meeting 2013



This document is important and requires your immediate attention

Please read it straightaway. If you have any doubts about what action you should take, contact your independent financial adviser immediately.

If you have sold or transferred all of your shares in SABMiller plc you should pass this document, and the associated voting form, to the person through whom you made the sale or transfer, for transmission to the purchaser or transferee.

SABMiller plc

Incorporated in England and Wales under the Companies Act 1985
Registered Number 3528416

Letter from the acting Chairman



SABMiller plc

Incorporated in England and Wales

(Registered Number 3528416)

Head Office: One Stanhope Gate, London W1K 1AF
Registered Office: SABMiller House, Church Street West,
Woking, Surrey GU21 6HS, England

Telephone: +44 1483 264000

Dear Shareholder

I have great pleasure in inviting you to the fifteenth Annual General Meeting of SABMiller plc to be held at the InterContinental London Park Lane, One Hamilton Place, Park Lane, London W1J 7QY, England at 11.00am on Thursday, 25 July 2013.

You will find with this letter:

- The Notice of Meeting, setting out the resolutions to be proposed, together with explanatory notes and guidance notes for shareholders who wish to attend the meeting or wish to vote, either by post or electronically; and
- Voting forms (proxy/voting instructions).

Shareholders who have elected to receive information from the Company in hard copy will have received the 2013 Annual Report together with this notice. Shareholders who have not elected to receive hard copy documents can view or download the Annual Report from our website (www.sabmiller.com).

At the meeting, all resolutions and substantive decisions will be put to a vote on a poll, rather than being decided by a show of hands. We believe that this results in a more accurate reflection of the views of our shareholders.

To support full poll voting for those shareholders attending the AGM, an interactive electronic voting system will provide an immediate display of poll results and will enable us to publish these results on our website within a very short time after the conclusion of the meeting. This interactive electronic voting system will reflect proxy votes submitted prior to the meeting, votes submitted via the online portal and the votes cast by those shareholders present at the meeting.

If you are unable to attend the meeting in person, you should complete, sign and return the applicable voting form in good time before the meeting or vote electronically. Notes 4 to 9 on page 4 give details of how to submit your voting instructions.

Travel information can be found on page 12.

The directors and I look forward to seeing as many of you as possible at our meeting and we thank you for your continued support. Shareholders who are not able to come to the AGM will be able to view a recording of the meeting from Friday 26 July 2013 at www.sabmiller.com/agm2013. A full transcript of the meeting will also be available at this address.

Finally, for those shareholders who are interested in knowing more about our corporate social responsibility programme, our Sustainable Development Report 2013 is now available at our website at www.sabmiller.com/sdreporting.

John Manser
Acting Chairman

5 June 2013

Notice of Annual General Meeting 2013

The directors give notice that the 2013 Annual General Meeting of SABMiller plc (the 'Company') will be held at the InterContinental London Park Lane, One Hamilton Place, Park Lane, London W1J 7QY, England at 11.00am on Thursday 25 July 2013 to transact the following business:

The resolutions

Resolutions 1 to 22 will be proposed as ordinary resolutions. Resolutions 23 to 25 will be proposed as special resolutions. Voting on all resolutions will be by way of a poll.

1. To receive and adopt the financial statements for the year ended 31 March 2013, together with the reports of the directors and auditors therein.
2. To receive and, if thought fit, to approve the Directors' Remuneration Report 2013 contained in the Annual Report for the year ended 31 March 2013.
3. To elect Mr G R Elliott as a director of the Company.
4. To re-elect Mr M H Armour as a director of the Company.
5. To re-elect Mr G C Bible as a director of the Company.
6. To re-elect Mr A J Clark as a director of the Company.
7. To re-elect Mr D S Devitre as a director of the Company.
8. To re-elect Ms L M S Knox as a director of the Company.
9. To re-elect Mr E A G Mackay as a director of the Company.
10. To re-elect Mr P J Manser as a director of the Company.
11. To re-elect Mr J A Manzoni as a director of the Company.
12. To re-elect Mr M Q Morland as a director of the Company.
13. To re-elect Dr D F Moyo as a director of the Company.
14. To re-elect Mr C A Pérez Dávila as a director of the Company.
15. To re-elect Mr A Santo Domingo Dávila as a director of the Company.
16. To re-elect Ms H A Weir as a director of the Company.
17. To re-elect Mr H A Willard as a director of the Company.
18. To re-elect Mr J S Wilson as a director of the Company.
19. To confirm the proposal by the directors for the declaration of a final dividend of 77 US cents per share in respect of the year ended 31 March 2013 payable on 23 August 2013 to shareholders on the register of members at the close of business on 16 August 2013 in South Africa and the United Kingdom.
20. To re-appoint PricewaterhouseCoopers LLP as auditors of the Company, to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.
21. To authorise the directors to determine the remuneration of the auditors.
22. That, pursuant to and in accordance with Article 11(b) of the Company's articles of association, the powers conferred by Article 11(b) shall apply and be exercisable (unless previously renewed, varied or revoked by the Company in general meeting) for a period commencing on the date of the passing of this resolution and expiring at the conclusion of the next Annual General Meeting of the Company or 25 October 2014 if earlier (which shall be the Section 551 Period for the purposes of Article 11(a)(iii)) in respect of a total nominal amount of US\$8,012,500 (which shall be the Section 551 Amount for the purposes of Article 11(a)(ii) for that Section 551 Period).
23. That, pursuant to and in accordance with Article 11(c) of the Company's articles of association, the powers conferred by Article 11(c) shall apply and be exercisable (unless previously renewed, varied or revoked by the Company in general meeting) for the period commencing on the date of the passing of this resolution and expiring at the conclusion of the next Annual General Meeting of the Company or 25 October 2014 if earlier (which shall be the Section 561 Period for the purposes of Article 11(a)(v)) in respect of a nominal amount of US\$8,012,500 (which shall be the Section 561 Amount for the purposes of Article 11(a)(iv) for that Section 561 Period).
24. That the Company is unconditionally and generally authorised to make market purchases (as defined in Section 693(4) of the Companies Act 2006) of ordinary shares of US\$0.10 each in the capital of the Company provided that:
 - (a) the maximum number of ordinary shares authorised to be purchased is 160,250,000 representing approximately 10 per cent. of the issued ordinary share capital of the Company as at 3 June 2013 (excluding treasury shares);
 - (b) the minimum price, exclusive of expenses, which may be paid for each such ordinary share is US\$0.10;
 - (c) the maximum price, exclusive of expenses, which may be paid for each such ordinary share shall be not more than the higher of (i) 105 per cent. of the average of the market value for such share as derived from the Daily Official List of the London Stock Exchange plc for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased and (ii) that stipulated by Article 5(1) of the Buy-back and Stabilisation Regulation (EC 2273/2003);
 - (d) unless previously renewed, varied or revoked by the Company in general meeting, the authority conferred by this resolution shall expire at the conclusion of the next Annual General Meeting of the Company or 25 October 2014 if earlier; and
 - (e) the Company may make a contract to purchase its own ordinary shares under the authority conferred by this resolution prior to the expiry of such authority which will or may be executed wholly or partly at the expiry of such authority, and may make a purchase of its own ordinary shares in pursuance of any such contract.
25. That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

John Davidson

General Counsel and Group Company Secretary

5 June 2013

Registered Office:
SABMiller House, Church Street West,
Woking, Surrey GU21 6HS, England

Notice of Annual General Meeting 2013

Continued

General Notes

1. A member entitled to attend, speak and vote at the above meeting may appoint one or more proxies to attend and, upon a poll, to vote on his/her behalf provided that, if more than one proxy is appointed, each proxy is appointed to exercise the rights attached to different shares held by the shareholder. A proxy need not be a member of the Company. Appointment of a proxy will not preclude a member from attending and/or voting at the meeting. Details of how to appoint the Chairman of the AGM or another person as your proxy using the proxy form are set out in the notes to the proxy form.
2. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with section 146 of the Companies Act 2006 ('nominated persons'). Nominated persons may have a right under an agreement with the registered shareholder who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such agreement to give instructions to the person holding the shares as to the exercise of voting rights.
3. To be entitled to attend and vote at the meeting, and for the purposes of determining how many votes a member may cast, a member must be entered in the Company's register of members at 11.00am, UK time (12 noon South African time) on 23 July 2013 (or in the event of any adjournment, 11.00am, UK time (12 noon South African time) on the date which is two days before the time of the adjourned meeting). Changes to entries in the register of members after that time are disregarded in determining the rights of any person to attend and vote at the meeting. For the purposes of the South African section of the register of members, the reference in this note to 'members' shall mean certificated shareholders.
4. A form of proxy for use at the meeting is enclosed (or if you have received this notice electronically, a link has been provided to you in order to access such form). To be effective, the instrument appointing a proxy and the power or authority (if any) under which it is signed or a notarially certified or an office copy of such power or authority must be deposited at the office of the registrars not later than 11.00am, UK time (12 noon South African time) on 23 July 2013 by one of the following methods:
 - **In hard copy form by post** Shareholders registered in the United Kingdom section of the register should return the form of proxy to Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU. Shareholders registered in the South African section of the register, who hold certificated ordinary shares, should return the form of proxy to Computershare Investor Services (Pty) Ltd, PO Box 61051, Marshalltown, 2107 (physical address 70 Marshall Street, Johannesburg 2001). If the Chairman of the meeting is appointed as proxy and no specific direction as to voting is given, the Chairman will vote in favour of the resolution.
 - **Electronically** Shareholders registered in the UK section of the register may register their proxy appointment or voting directions through the UK registrar's website at www.capitashareportal.com. Certificated shareholders on the South African section of the register with an e-mail address on record may use the link to an online voting form and security pin that will be e-mailed to them by Computershare.
5. Beneficial owners of ordinary shares contained in the South African section of the register who have dematerialised their holdings of ordinary shares in the context of STRATE, are holding such shares through a Central Securities Depository Participant ('CSDP') or broker and who do not have 'own name' registration ('beneficial owners'), and who do not wish to attend the meeting in person, should timeously provide their CSDP or broker with their voting instructions in terms of the custody agreement entered into between the beneficial owner and the CSDP or broker. The enclosed voting instruction form may be used for this purpose. Beneficial owners who wish to attend the meeting in person should timeously contact their CSDP or broker to obtain a letter of representation to enable them to do so. Voting instructions or applications for letters of representation must be submitted to the relevant CSDP or broker within the time period required by the CSDP or broker or as stipulated in terms of the custody agreement entered into between the beneficial owner and the CSDP or broker.
6. A member of CREST may use the CREST electronic proxy appointment service in accordance with the procedures set out in the CREST Manual at www.euroclear.com. CREST personal members, or other CREST sponsored members, and those CREST members who have appointed a voting service provider ('VSP'), should refer to their CREST sponsor or VSP, who will be able to take the appropriate action on their behalf.
7. If you submit your form of proxy electronically through CREST, in order for it to be valid the appropriate CREST message (regardless of whether it relates to the appointment of a proxy or to the amendment of an instruction given to a previously appointed proxy) must be properly authenticated in accordance with CRESTCo's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by our Registrars, Capita Registrars (ID RA10), by no later than 11.00am on 23 July 2013. The time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Registrars are able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee using other means.
8. CREST members and, where applicable, their CREST sponsors or VSP should note that CRESTCo does not make available special procedures in CREST for any particular messages and the normal system timings and limitations apply to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a VSP, to procure that his CREST sponsor or VSP takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsor or VSP are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
9. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

10. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided they do not do so in relation to the same shares.
11. Under section 527 of the Companies Act 2006, members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Annual General Meeting; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Companies Act 2006. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.
12. Any member attending the meeting has the right to ask questions. The Company must cause to be answered any question relating to the business being dealt with at the meeting but no answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
13. A copy of this notice, and other information required by section 311A of the Companies Act 2006, can be found at www.sabmiller.com.
14. Copies of the contracts of service of the directors of the Company will be available for inspection at the place of the meeting from 10.30am on the day of the meeting until the conclusion of the meeting.
15. The directors of the Company have decided that in order to reflect more accurately the views of all members, all resolutions and substantive decisions at the annual general meeting will be put to a vote on a poll, rather than being determined simply on a show of hands. SABMiller plc has a large number of members and it is not possible for them all to attend the meeting. In view of this and because voting on resolutions at general meetings of SABMiller plc is regarded as of high importance, putting all resolutions to a vote on a poll takes account of the wishes of those members who are unable to attend the meeting in person, but who have completed a form of proxy or a CREST Proxy Instruction or who have voted via the online portal. A vote on a poll also takes into account the number of shares held by each member, which the board believes is a more democratic procedure.
16. Voting at this year's AGM will again be undertaken electronically. An electronic voting handset will be distributed before the start of the meeting to all members who attend in person and are eligible to vote. Members who have completed and returned forms of proxy, submitted a CREST proxy instruction or voted via the online portal will not need to vote at the meeting unless they wish to change their votes or the way in which their proxy is instructed to vote. If members present at the meeting do wish to change their votes or their instructions to their proxy, they should indicate their wishes to the Registrars' representatives who will be present at the meeting.
17. Members attending in person will be invited to operate their handsets to indicate their votes on each resolution as the meeting progresses. When the voting has closed in respect of each resolution, it is envisaged that the Chairman will announce the number and percentage of votes which have been cast for, against or withheld on each resolution at the same time as these numbers are displayed on a screen. These votes will include the number of shares voted by each shareholder present at the meeting together with the number of shares from previously registered forms of proxy, CREST proxy instructions and votes submitted online, which have been validly received and in respect of which no member has indicated an intention to change their votes.
18. As at 3 June 2013, the Company's share capital consisted of 1,602,520,955 ordinary shares with voting rights, and a further 67,429,888 ordinary shares held in treasury. Therefore, the total number of voting rights in the Company as at that date was 1,602,520,955.
19. The results of the polls will be announced to the London Stock Exchange and the JSE Limited as soon as practicable following the meeting, and will be published on the Company's website at www.sabmiller.com.
20. All documents or information sent to the Company in relation to the proceedings at this meeting, including voting forms for the meeting, must be in hard copy form. No other methods of communication will be accepted. In particular, you may not use any electronic address provided either in this notice or in any related documents to communicate with the Company for any purpose other than those expressly stated.

Notice of Annual General Meeting 2013 Continued

Unsolicited investment advice – warning to shareholders

Many companies have become aware that their shareholders have received unsolicited phone calls or correspondence concerning investment matters. These are typically from overseas-based 'brokers' who target UK shareholders offering to sell them what often turn out to be worthless or high-risk shares in US or UK investments. They can be very persistent and extremely persuasive. A 2006 survey by the Financial Services Authority (FSA), now the Financial Conduct Authority (FCA), reported that the average amount lost by investors was around £20,000. It is not just the novice investor that has been duped in this way; many of the victims had been successfully investing for several years. Shareholders are advised to be very wary of any unsolicited advice, offers to buy shares at a discount or offers of free reports into the Company.

If you receive any unsolicited investment advice:

- Make sure you get the correct name of the person and organisation.
- Check that they are properly authorised by the FCA before getting involved. You can check at <http://www.fca.org.uk/firms/systems-reporting/register/search>
- The FCA also maintains on its website a list of unauthorised overseas firms who are targeting, or have targeted, UK investors and any approach from such organisations should be reported to the FCA so that this list can be kept up to date and any other appropriate action can be considered.
- Report the matter to the FCA either by calling 0800 111 6768 or by completing an online form at: <http://www.fca.org.uk/consumers/scams/report-a-scam>. If you deal with an unauthorised firm, you would not be eligible to receive payment under the Financial Services Compensation Scheme.

South African shareholders may report such approaches to the Financial Services Board (FSB) on: Toll Free: 0800 110443 or 0800 202087

Email: info@fsb.co.za

Website: www.fsb.co.za

Explanatory notes to the resolutions to be proposed at the Annual General Meeting

Resolution 1

APPROVAL OF THE FINANCIAL STATEMENTS

The directors must present to shareholders at the Annual General Meeting the financial statements for the year ended 31 March 2013 together with the reports of the directors and auditors. These are contained within the Annual Report 2013.

Resolution 2

APPROVAL OF THE DIRECTORS' REMUNERATION REPORT

The board seeks shareholders' approval of the Directors' Remuneration Report 2013, which is included on pages 66 to 85 in the Annual Report 2013.

Resolutions 3 to 18

ELECTION AND RE-ELECTION OF DIRECTORS

The Company's articles of association require the directors to submit themselves for election at the first opportunity after their appointment and from then on for re-election every three years. However, the UK Corporate Governance Code recommends that all directors of FTSE 350 companies should be subject to annual re-election. The board has decided that all directors, aside from Mr Ramaphosa who is not seeking re-election to the board, should submit themselves for re-election at this annual general meeting. Mr Elliott has been appointed to the board with effect from 1 July 2013 and is proposed for election to the board as a non-executive director. Mr Clark was appointed by the board in 2012 and elected by the shareholders at the annual general meeting in July 2012. All of the other directors were re-elected by the shareholders at the annual general meeting in July 2012. Biographical details of all of the directors are set out in Appendix 1 to this Notice.

The Chairman, Mr Mackay, is currently on leave of absence during his treatment for a brain tumour diagnosed in April 2013, but the nomination committee believes that it is in the best interests of the Company that Mr Mackay should stand for re-election. The nomination committee has confirmed in its recommendations to the board that, following formal performance evaluation of the directors, the performance of each of the directors standing for re-election continues to be effective and to demonstrate commitment to the role, including time for board and committee meetings and any other duties.

Further details are set out in the corporate governance report on pages 57 to 65 in the Annual Report 2013.

Resolution 19

APPROVAL OF FINAL DIVIDEND

A final dividend can only be paid after it has been approved by the shareholders. A final dividend of 77 US cents per share in respect of the year ended 31 March 2013 is recommended by the directors for payment to shareholders who are on the register of members at the close of business on 16 August 2013 in South Africa and in the United Kingdom. If approved, the date of payment of the final dividend will be 23 August 2013. From the commencement of trading on 25 July 2013 until the close of business on 16 August 2013 no transfers between the United Kingdom and South African Registers will be permitted and from 12 August 2013 until 16 August 2013, both days inclusive, no shares may be dematerialised or rematerialised.

Since the introduction on 1 April 2012 of a dividend withholding tax in South Africa dividends paid to shareholders registered on the South African register will, unless a shareholder qualifies for an exemption, be subject to a dividend withholding tax at a rate of 15%. The dividend withholding tax is only of direct application to

shareholders registered on the South African register, who should direct any questions about the application of the dividend withholding tax to Computershare Investor Services (Pty) Limited, Tel: +27 11 373-0004.

Resolutions 20 and 21

REAPPOINTMENT OF AUDITORS AND AUDITORS' REMUNERATION

The auditors of a company must be reappointed at each general meeting at which accounts are presented.

Resolution 20, on the audit committee's recommendation, proposes the reappointment of the Company's existing auditors, PricewaterhouseCoopers LLP, until the next general meeting at which accounts are presented. **Resolution 21** is a separate resolution which gives authority to the directors to determine the auditors' remuneration.

Resolutions 22 and 23

GENERAL AUTHORITY TO ALLOT SHARES AND TO DISAPPLY PRE-EMPTION RIGHTS

The board currently has in place the following authorities:

- (a) an authority enabling the board to allot, for the purposes of Section 551 of the Companies Act 2006 (the 'Act'), ordinary shares up to an aggregate nominal value of US\$7,963,300 (which represented approximately 5 per cent. of the Company's issued ordinary share capital as at 8 June 2012) (the 'Section 551 Authority'); and
- (b) an authority disapplying Section 561 of the Act to allow the board to allot shares for cash in certain circumstances other than pro rata to all shareholders (the 'Section 561 Authority').

The existing Section 551 Authority and the Section 561 Authority are due to expire on 25 July 2013. The board proposes that both of these authorities are renewed for a further period of one year. The Section 551 Authority proposed in **Resolution 22** as an ordinary resolution will therefore expire at the conclusion of the next AGM or on 25 October 2014, if earlier (unless previously renewed, varied or revoked by the Company in general meeting) and will give authority to the directors to allot shares up to an aggregate nominal amount of US\$8,012,500 which represents approximately 5 per cent. of the Company's issued ordinary share capital as at 3 June 2013 (excluding treasury shares). Although the guidelines issued by investor bodies in the United Kingdom allow for a Section 551 Authority to be sought over a number of shares representing approximately 67 per cent. of a company's issued share capital, this does not accord with market practice in South Africa, where a significant number of shareholders are resident. Accordingly, the board has determined that the Section 551 Authority should only be sought in respect of approximately 5 per cent. of the Company's issued ordinary share capital (excluding treasury shares). Therefore, on any occasion that the board believes it necessary to allot a number of shares for any purpose with an aggregate nominal value which is in excess of US\$8,012,500, the directors will seek additional and specific shareholder approval for that allotment. Although the directors have no present intention of exercising the authority which is currently being sought (other than for the purpose of satisfying the entitlements of the holders of share options who may decide to exercise their options during the coming year), it provides the directors with what they believe is an appropriate level of authority for continuing purposes.

In addition to the general authority to allot shares referred to above, the directors also have authority to allot, for the purposes of the Company's broad-based black economic empowerment transaction in South Africa (the 'BBBEE Transaction'), ordinary shares up to an aggregate nominal value of US\$16,519,600.20. This authority expires at the end of 13 January 2015, but the Company may allot ordinary shares pursuant to the BBBEE Transaction after that date as if the authority had not expired.

As at 3 June 2013, the Company owned 67,429,888 shares as treasury shares within the meaning of Section 724(5) of the Act. The Company may also come to hold further treasury shares and it may exercise its authorities to deal with treasury shares by selling some or all of them for cash or by transferring some or all of the shares for the purposes of the Company's employee share plans.

Similarly, the Section 561 Authority proposed in **Resolution 23** as a special resolution will expire at the conclusion of the next AGM or 25 October 2014, if earlier, or (only in relation to an allotment other than a sale of treasury shares) on any earlier expiry of the Section 551 Authority. **Resolution 23** contains a general disapplication of the statutory pre-emption rights that exist for shareholders under Section 561(1) of the Act in respect of issues of shares or other equity securities (including a sale of treasury shares) for cash. The general disapplication would allow directors to allot shares or sell treasury shares for cash having a maximum nominal amount of US\$8,012,500, which represents approximately 5 per cent. of the Company's issued ordinary share capital as at 3 June 2013 (excluding treasury shares). This amount complies with guidelines issued by investor bodies in the United Kingdom. Whilst the directors have no present intention of exercising this authority, they consider it desirable that they should have the flexibility to act in the best interests of shareholders when appropriate, although it would not be the directors' intention to use this authority to issue shares representing more than 7.5% of the Company's issued share capital in any rolling three year period.

Resolution 24 **AUTHORITY TO REPURCHASE SHARES**

The Company's articles of association contain a provision allowing the Company to purchase its own shares subject to the prior authority of the members having been obtained. In accordance with the board's previous practice, **Resolution 24** will therefore be proposed as a special resolution for the purpose of seeking general authority to effect such purchases within the limits set out.

The directors are of the opinion that it would be advantageous for the Company to be in a position to purchase its own shares through the London Stock Exchange, should market conditions and price justify such action. The proposed authority would enable the Company to purchase up to a maximum of 160,250,000 ordinary shares of US\$0.10 each in the capital of the Company (representing approximately 10 per cent. of the issued ordinary share capital of the Company as at 3 June 2013 (excluding treasury shares) with a stated upper limit on the price payable which reflects the requirements of the Listing Rules.

The total number of ordinary shares that may be issued on the exercise of outstanding options as at 3 June 2013 is 37,267,468 which represents approximately 2.326 per cent. of the issued share capital at that date (excluding treasury shares). If the Company were to purchase shares up to the maximum permitted by this resolution, the number of ordinary shares subject to outstanding options would represent approximately 2.584 per cent. of the issued share capital as at 3 June 2013 (excluding treasury shares).

Purchases pursuant to the proposed authority would only be made after the most careful consideration, where the directors believed purchases were in the best interests of the Company and its shareholders. The directors consider that it is prudent to obtain the proposed authority, although the board has no present intention of exercising this authority.

The Act permits companies to hold in treasury any shares acquired by way of market purchases, rather than having to cancel them. Treasury shares continue to exist as shares, but are owned by the company itself, and can be sold by the company for cash as an alternative to issuing new shares. Section 727 of the Act permits a company at any time to sell shares from treasury for cash (subject to statutory pre-emption provisions), to transfer shares from treasury for the purposes of an employee share scheme, or to cancel them. If the Company were to purchase any of its own shares pursuant to the authority conferred by **Resolution 24**, the Company would consider at that time whether to hold those shares as treasury shares or to cancel them. However, the Company would be likely to hold them as treasury shares unless there were some exceptional and unforeseen reasons at the time of purchase which meant that it would not be in the interests of the Company to do so. This would give the Company the ability to sell treasury shares quickly, with the proceeds of the sale (up to the amount which was initially paid for them by the Company) being credited back to the Company's distributable reserves, and would provide the Company with additional flexibility in the management of its capital base. Where considered appropriate, treasury shares may be issued or transferred for the purposes of the Company's employee share plans rather than through issuing new shares or purchasing shares on the open market.

No dividends will be paid on shares whilst held in treasury and no voting rights will be exercised in respect of treasury shares.

Resolution 25 **NOTICE OF GENERAL MEETINGS**

Changes made to the Companies Act 2006 by the Companies (Shareholders' Rights) Regulations 2009, which implement the EU Shareholder Rights Directive and took effect on 3 August 2009 ('Shareholders' Rights Regulations') increase the notice period for general meetings of the Company to 21 days unless shareholders approve a shorter notice period, which cannot be less than 14 clear days (although annual general meetings will continue to be held on at least 21 clear days' notice). This approval must be given at the immediately preceding annual general meeting or at a general meeting held since that annual general meeting. The requisite approval was given at last year's AGM and the Company would like to preserve this ability to convene general meetings (other than an AGM) on 14 clear days' notice. **Resolution 25** seeks such approval. The approval will be effective until the Company's next AGM, when it is intended that a similar resolution will be proposed. The shorter notice period will not be used as a matter of routine. Rather the board will consider whether the use of the flexibility offered by the shorter notice period is merited in any particular case, taking into account the circumstances, including whether the business of the meeting is time-sensitive, and is thought to be to the advantage of shareholders as a whole.

Appendix 1

Biographies of all the directors, together with details of the board committees, determinations of independence and attendance records, can be found on pages 50, 51 and 58 of the Annual Report 2013.

Short biography of director proposed for election



Guy Elliott
MA, MBA

Guy Elliott will join the board on 1 July 2013 and become a member of the audit and remuneration committees. He is a senior executive director of Rio Tinto plc and Rio Tinto Limited and served as Chief Financial Officer from 2002 until April 2013. He has been a non-executive director of Royal Dutch Shell plc since 2010 and the chairman of its audit committee since May 2011. He has been on the UK Takeover Panel since 2012.

He was previously a non-executive director of Cadbury plc from 2007 until its acquisition by Kraft in 2010, and during his tenure he served as chairman of the audit committee until April 2009 and as senior independent director from 2008 until 2010.

Short biographies of directors proposed for re-election



Mark Armour
MA, FCA

Mark Armour joined the board in 2010. He is a non-executive director of the Financial Reporting Council. He was Chief Financial Officer of Reed Elsevier Group plc and of its two parent companies, Reed Elsevier PLC and Reed Elsevier NV, from 1996 to 2012. Prior to joining Reed Elsevier in 1995 he was a partner in the London office of Price Waterhouse. From 2002 until 2004, he was the Chairman of The Hundred Group of Finance Directors.

He succeeded Mr Manser as chairman of the audit committee on 5 June 2013.



Geoffrey Bible
FCA (Aust), ACMA

Geoffrey Bible joined the board in 2002 as a nominee of Altria Group, Inc. (Altria) following completion of the Miller Brewing Company transaction. He served as Chief Executive Officer of Altria from 1994 until April 2002 and as Chairman of the Altria board from January 1995 until August 2002, when he retired. He also served as Chairman of the board of Kraft Foods Inc. from March 2001 until his retirement in 2002.



Alan Clark
MA, DLitt et Phil

Alan Clark was appointed as Chief Executive in April 2013. He joined The South African Breweries Limited (SAB Ltd) in 1990 as Training and Development Manager. He has since held a number of senior positions in the group, including Chief Operating Officer, SABMiller plc; Managing Director, SABMiller Europe; Marketing Director, SAB Ltd; Managing Director, Amalgamated Beverage Industries Ltd (SAB Ltd's soft drinks division) and Chairman, Appletiser South Africa (Pty) Ltd.

Before joining the group, he received his Doctorate of Psychology degree from the University of South Africa.

Appendix 1 continued



Dinyar Devitre
BA (hons), MBA

Dinyar Devitre joined the board in 2007 as a nominee of Altria. He is a member of the board of Altria, a director of Western Union Company and a special advisor to General Atlantic LLC. He was senior vice president and Chief Financial Officer of Altria between 2002 and 2008 and was a director of Kraft Foods Inc. between 2002 and 2007.

He is a director of Pratham USA, serves as a Trustee of the Brooklyn Academy of Music and is a Trustee Emeritus of the Asia Society.



John Manser
CBE, DL, FCA

John Manser joined the board in 2001, was appointed Senior Independent Director in July 2010 and became Deputy Chairman in 2012. He is a fellow of the Institute of Chartered Accountants and was, until his retirement in February 2013, Chairman of Shaftesbury plc. He has formerly held a number of senior positions, both in listed companies and the financial services industry, including Chairman of Robert Fleming Holdings and Chairman of the London Investment Banking Association. He is currently the Chairman of Trustees for Marlborough College and is Deputy Chairman of the College Council.



Lesley Knox
MA

Lesley Knox joined the board in 2011. She is a non-executive Director of Centrica plc and is a Trustee of the Grosvenor Estates and Chairman of Grosvenor Group Limited. She originally qualified as a solicitor, and then spent 15 years with Kleinwort Benson before becoming Governor of the British Linen Bank and a founder director of British Linen Advisers. Most recently, she was Chairman of Alliance Trust plc. She is involved with a number of arts and charitable organisations. She will succeed Mr Morland as chairman of the remuneration committee following the 2013 AGM.

He has assumed the role of acting Chairman while Mr Mackay is on medical leave of absence. In light of his additional responsibilities and time commitment as acting Chairman, he stood down as chairman of the audit committee and as a member of the audit and remuneration committees on 5 June 2013.



John Manzoni
BEng, MEng, MBA

John Manzoni joined the board in 2004. Between 2007 and 2012 he was President and Chief Executive Officer of Talisman Energy Inc. Prior to joining Talisman he was Chief Executive of Refining and Marketing of BP plc. He joined BP in 1983 and was appointed to the BP plc board in 2003. He is a member of the Accenture Energy Advisory Board.



Graham Mackay
BSc (Eng), BCom

Graham Mackay joined The South African Breweries Limited in 1978 and has held a number of senior positions in the group, including Executive Chairman of the beer business in South Africa.

He was appointed Group Managing Director in 1997 and became Chief Executive of South African Breweries plc upon its listing on the London Stock Exchange in 1999. In July 2012 he was appointed Executive Chairman of SABMiller plc.

He is a director of Philip Morris International Inc. and a non-executive director of Reckitt Benckiser Group plc.

Mr Mackay was diagnosed with a brain tumour in April 2013, leading the board to accelerate the planned promotion of Mr Clark to Chief Executive with Mr Mackay becoming non-executive Chairman. Mr Mackay is currently on medical leave of absence while continuing treatment.



Miles Morland

Miles Morland joined the board in 1999. He is founder and Chairman of two companies investing in Africa, Blakeney Management and Development Partners International. He is also a director of various companies investing in the emerging world. He will stand down as chairman and as a member of the remuneration committee following the 2013 AGM.



Dambisa Moyo
BSc, MPA, MBA, Ph.D

Dambisa Moyo joined the board in 2009. She is an international economist who writes on the macro economy and global affairs, and is a non-executive director of Barclays PLC and Barrick Gold Corporation.

She is a contributing editor to CNBC, the business and finance news network. She has previously worked at Goldman Sachs and the World Bank in Washington D.C.



Helen Weir
CBE, MA, MBA, FCMA

Helen Weir joined the board in 2011. She is Group Finance Director of the John Lewis Partnership. Between 2008 and 2011 she was Group Executive Director – Retail at Lloyds Banking Group plc. She has formerly held a number of senior positions in both Lloyds TSB plc and Kingfisher plc and was a non-executive director of Royal Mail Holdings and the City of London Investment Trust. She will replace Cyril Ramaphosa as a member of the nomination committee following the 2013 AGM.

She is a member of the Said Business School Advisory Council and was previously a member of the Accounting Standards Board.



Carlos Alejandro Pérez Dávila
BA, MPhil

Carlos Pérez joined the board in 2005 as a nominee of the Santo Domingo Group following completion of the Bavaria transaction. He is a Managing Director at Quadrant Capital Advisors, Inc., Chairman of the Board of Caracol TV S.A. and serves on the board and executive committee of Valorem S.A. He is also a Director of Comunican S.A., Cine Colombia S.A. and the Queen Sofía Spanish Institute. He was previously an investment banker at Goldman Sachs & Co., S.G. Warburg & Co. and Violy, Byorum & Partners.



Howard Willard
BA (hons), MBA

Howard Willard joined the board in 2009 as a nominee of Altria. He is Executive Vice President and Chief Financial Officer of Altria and also oversees the financial services business of Philip Morris Capital Corporation and the Strategy and Business Development organisation. Prior to this he was Executive Vice President, Strategy and Business Development for Altria and has held various leadership positions at Philip Morris USA Inc. Before joining the Altria family of companies in 1992 he worked at Bain & Company and Salomon Brothers Inc. He currently serves on the Executive Advisory Council for the Robins School of Business at the University of Richmond.



Alejandro Santo Domingo Dávila
BA

Alejandro Santo Domingo joined the board in 2005 as a nominee of the Santo Domingo Group following completion of the Bavaria transaction. He is a Managing Director at Quadrant Capital Advisors, Inc., and serves on the boards of Valorem S.A., Comunican S.A. and Caracol Television S.A. He is the treasurer of Aid for AIDS Charity, a member of the board of trustees of The Metropolitan Museum of Art and is also a member of the board of the US-based DKMS Americas Foundation and WNET (Channel Thirteen) and the Wildlife Conservation Society.



Jamie Wilson
LL.B.(Hons), CA, ATII

Jamie Wilson was appointed as Chief Financial Officer in 2011. He joined SABMiller in 2005 and has held a number of senior positions in the group, including Senior Vice President, Market Development and Strategy, Miller Brewing Company, USA; Managing Director, SABMiller Russia; Managing Director for SABMiller's Central European businesses, and Finance Director for SABMiller Europe.

Before joining SABMiller he held a number of senior roles in the global beverage industry.

Important notes about the Annual General Meeting

Thursday 25 July 2013 at 11.00am

Timing

The AGM will start promptly at 11.00am. Shareholders wishing to attend are advised to be in the venue no later than 10.45am. The reception area will be open from 10.00am, from which time refreshments will be served.

Admission

Shareholders are asked to register at the registration desk in the reception area at the venue. Shareholders and proxies may be required to provide proof of identity. Shareholders who hold their shares in nominee shareholdings should request a letter of representation if they wish to use an electronic handset to register their vote at the meeting. The admission process could take longer without identification.

The AGM is a meeting of shareholders and their representatives. However, at the discretion of the Company and subject to sufficient seating capacity, a shareholder may enter with one guest, provided the shareholder and guest register to enter the meeting at the same time. Proxies and corporate representatives, as they represent other shareholders, may not bring guests to the meeting.

Security

There will be a security check in the reception area at the venue. Please try not to bring any large bags or suitcases with you to the AGM, as they will delay admission.

We ask you also not to bring cameras, laptop computers or tape recorders. Mobile phones should be switched off from admission for the duration of proceedings.

Facilities

The InterContinental Park Lane has full wheelchair access. If you are hard of hearing and would like access to supportive facilities, or if you have a query about any other disability, please let us know in advance (telephone numbers for queries are given below) so that we can make the appropriate arrangements.

Enquiries and questions

Shareholders who intend to ask a question related to the business of the AGM are asked to register their name, address and question with the Company's Registrars. Personnel will be on hand to provide any advice and assistance required.

Recording

The Company intends to record the AGM for publication on its website at www.sabmiller.com. By attending the AGM, you acknowledge that you are aware that the meeting may be photographed and/or recorded and you grant irrevocable permission for your likeness, mannerisms and voice to be included in the recording of the AGM.

Questions about the AGM

If you have any questions about the AGM, please telephone (+44) (0)1483 754477 in Woking or (+27) (0)11 370 5000 in Johannesburg. Alternatively please e-mail questions to companysecretarial@sabmiller.com.

How to get there

We wish you a pleasant journey and look forward to welcoming you to the InterContinental Park Lane

Travel information

By Underground

The nearest tube stations are Hyde Park Corner and Green Park.

By car

There is car parking at the hotel, available for a charge of £50 for 24 hours. Other public car parks are located nearby.

