



**UK Scheme Court Meeting of SABMiller plc to be held at 9.00 a.m. (London time) on 28 September 2016**

Please read the important notes overleaf and the notice convening the UK Scheme Court Meeting set out at Part XI of the UK Scheme Document published on or around 26 August 2016 before completing this Form of Proxy.

I/We the undersigned, being (a) member(s) of SABMiller plc (the Company), hereby appoint (see note 1 overleaf)

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or, failing him or her, the chairman of the UK Scheme Court Meeting (the Chairman) to act as my/our proxy to exercise all or any of my/our rights to attend and to speak and vote for me/us on my/our behalf at the UK Scheme Court Meeting to be held at the Grosvenor House Hotel, 86-90 Park Lane, London, W1K 7TN, United Kingdom on 28 September 2016 at 9.00 a.m. (London time) and at any adjournment thereof for the purpose of considering and, if thought fit, approving, with or without modification, the UK Scheme referred to in the notice convening the UK Scheme Court Meeting and at such UK Scheme Court Meeting to speak for me/us and to vote for me/us and in my/our name for the UK Scheme (either with or without modification, as my/our proxy may approve), or against the UK Scheme as indicated below.

If you wish to appoint multiple proxies please see note 1 overleaf. Please tick this box if you are appointing more than one proxy

**Important:** If you wish to vote for the UK Scheme, insert your signature in the box marked "FOR the UK Scheme". If you wish to vote against the UK Scheme, insert your signature in the box marked "AGAINST the UK Scheme". Only insert your signature once. This Form of Proxy must be signed in order to be valid. If you sign in both boxes, or if you do not sign either, then this Form of Proxy shall be invalid.

Only insert your signature once

FOR the UK Scheme	AGAINST the UK Scheme	Date

Name in block letters	Initials and surnames of joint holders if any

Please refer to the important notes overleaf

**SABMiller General Meeting to be held at 9.15 a.m. (London time) on 28 September 2016**

Please read the important notes overleaf and the notice convening the SABMiller General Meeting set out at Part XII of the UK Scheme Document published on or around 26 August 2016 before completing this Form of Proxy.

I/We the undersigned, being (a) member(s) of SABMiller plc (the Company), hereby appoint (see note 1 overleaf)

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or, failing him or her, the chairman of the SABMiller General Meeting (the Chairman) to act as my/our proxy to exercise all or any of my/our rights to attend and to speak for me/us and to vote for me/us on my/our behalf at the SABMiller General Meeting to be held at the Grosvenor House Hotel, 86-90 Park Lane, London, W1K 7TN, United Kingdom on 28 September 2016 at 9.15 a.m. (London time) and at any adjournment thereof.

If you wish to appoint multiple proxies please see note 1 overleaf. Please tick this box if you are appointing more than one proxy

Please indicate with an 'X' in the appropriate box below how your proxy should vote and then sign in the space provided below. Your proxy may vote or abstain from voting at his or her discretion on the resolution where no specific direction as to voting is given and on any other business which is properly put before the meeting. If the Chairman is appointed as proxy and no specific direction as to voting is given, the Chairman will vote in favour of the below resolution. If you mark more than one box or fail to sign in the appropriate place, this Form of Proxy will be invalid.

**Resolution** (please mark 'X' to indicate how you wish to vote)

**Special Resolution**

1. THAT:

- (a) the terms of a proposed contract between holders of the deferred shares in the Company and the Company providing for the purchase by the Company of the deferred shares to be held in treasury be approved and authorised;
- (b) the directors of the Company be authorised to take all such action as they may consider necessary or appropriate for carrying the Scheme into effect;
- (c) the articles of association of the Company be amended by the adoption of the proposed new articles 186, 187 and 188;
- (d) the articles of association of the Company be amended by the adoption of the proposed new article 57A; and
- (e) the Belgian Offer and the Belgian Merger be approved, and the directors be authorised to take all steps necessary or desirable in connection with the Belgian Offer and the Belgian Merger.

<b>For</b>	<b>Against</b>	<b>Vote Withheld</b>
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<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Signature	Date

Name in block letters	Initials and surnames of joint holders if any

Please refer to the important notes overleaf



**Important notes in respect of this Form of Proxy**

**THIS PROXY FORM IS NOT FOR USE BY UNDERLYING SHAREHOLDERS. UNDERLYING SHAREHOLDERS SHOULD PROVIDE THEIR CSDP OR BROKER TIMEOUSLY WITH THEIR VOTING INSTRUCTION SHOULD THEY NOT WISH TO ATTEND THE SABMILLER GENERAL MEETING IN PERSON**

1 \* If you wish to appoint any person other than the Chairman as your proxy, insert his or her name and address in the space provided, delete 'or, failing him or her, the chairman of the SABMiller General Meeting (the Chairman)' and initial the alteration. Please note that, if you appoint a particular person by name as a proxy, your vote will only be cast if that person is present at the SABMiller General Meeting.

\*\* Please enter the number of SABMiller Shares your proxy is authorised to represent. If this box is left blank your proxy will represent your total holding. You may appoint more than one proxy provided that each proxy is appointed to exercise rights attached to a different SABMiller Share or SABMiller Shares held by you.

To appoint more than one proxy you may photocopy this Form of Proxy or contact the SABMiller South African Registrar, Computershare Investor Services Proprietary Limited, for further Forms of Proxy. Please indicate the proxy holder's name and the number of SABMiller Shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of SABMiller Shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All Forms of Proxy must be signed and should be returned together in the same envelope.

The person(s) appointed to act as proxy or proxies need not be members of the Company. Your proxy may vote or abstain from voting at his or her discretion on the resolution where no specific direction as to voting is given and on any other business which is properly put before the meeting. If the Chairman is appointed as proxy and no specific direction as to voting is given, the Chairman will vote in favour of the resolution overleaf.

2 The 'Vote Withheld' option is provided to enable you to abstain on the resolution overleaf. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against'.

3 Please indicate with an 'X' in the relevant box how you wish your vote to be cast. This Form of Proxy must be marked and signed in order to be valid. However, if you mark more than one box or fail to sign in the appropriate place, this Form of Proxy will be invalid.

4 In the case of a corporation, this Form of Proxy must be expressed to be executed by the corporation and executed under its common seal or the hand of a duly authorised attorney or a duly authorised agent or officer of the corporation.

5 In the case of joint holders, only one need sign the Form of Proxy. However, if more than one joint holder does sign a Form of Proxy, the vote of the senior holder who tenders a vote will be accepted to the exclusion of the votes of the other joint holders. Seniority depends on the order in which the names stand in the register of members.

6 To be effective, you should return this Form of Proxy and any power of attorney or other written authority under which it is signed (or a notarially certified or office copy of such power or authority) to the SABMiller South African Registrar, Computershare Investor Services Proprietary Limited, PO Box 61763, Marshalltown, 2107 (physical address: 70 Marshall Street,

Johannesburg 2001), no later than 9.15 a.m. (London time) (10.15 a.m. South African standard time) on 26 September 2016 (or, in the case of an adjournment of the SABMiller General Meeting, no later than 48 hours before the time and date set for the adjourned SABMiller General Meeting).

7 Proxy appointments can also be made online using the online voting form and security pin that will be e-mailed by the SABMiller South African Registrar, Computershare Investor Services Proprietary Limited, to all shareholders with an e-mail address on record.

8 Only holders of SABMiller Shares as entered on SABMiller's register of members at 6.30 p.m. (London time), on the day which is two days prior to the date of the SABMiller General Meeting, or their duly appointed representatives, are entitled to attend, speak and vote at the SABMiller General Meeting. A member so entitled may appoint one or more proxies, who need not be members, to exercise all or any of his/her rights to attend, speak and vote on his/her behalf. Proxies may only be appointed using the procedures set out in this Form of Proxy (and notes).

9 Completion and return of this Form of Proxy will not preclude you from attending and voting in person at the SABMiller General Meeting should you subsequently decide to do so.

10 Full details of the resolution to be proposed at the SABMiller General Meeting, with explanatory notes, are set out in the notice convening the SABMiller General Meeting at Part XII of the UK Scheme Document. Before completing this Form of Proxy, please also read the section entitled "Action to be Taken: Voting at the SABMiller Meetings" in the UK Scheme Document.

11 This Form of Proxy gives your proxy(ies) full rights to attend, speak and vote. If you wish to restrict the rights of your proxy(ies), please cross out either or both of the words 'speak' or 'vote' as appropriate.

12 Unless otherwise instructed, the person appointed as proxy will exercise his/her discretion as to any other business (including amendments to the resolution and any procedural business, including any resolution to adjourn) which may come before the SABMiller General Meeting.

13 Any alterations to this Form of Proxy should be initialled.

14 Where two or more Forms of Proxy are delivered for use in respect of the same SABMiller Shares, the one which has been delivered last (regardless of when it was signed or by what means it was delivered) shall be treated as replacing and revoking the others which have been delivered. If it cannot be determined which Form of Proxy was delivered last, none of the Forms of Proxy shall be treated as valid.

15 You may not use any electronic address provided either in this Form of Proxy or in any related documents to communicate with the Company for any purposes other than those expressly stated.

16 Unless the context requires otherwise, all capitalised but undefined terms in this Form of Proxy and these notes shall have the same meaning as set out in the UK Scheme Document.

17 If you are in any doubt as to how to complete this Form of Proxy, please call the South African Shareholder Helpline on 0861100634 (if calling from within South Africa) or +27 11 870 8216 (if calling from outside South Africa). Lines are open from 8.00 a.m. to 5.00 p.m. (South African standard time) Monday to Friday (excluding public holidays).



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1 \* If you wish to appoint any person other than the Chairman as your proxy, insert his or her name and address in the space provided, delete 'or, failing him or her, the chairman of the UK Scheme Court Meeting (the Chairman)' and initial the alteration. Please note that, if you appoint a particular person by name as a proxy, your vote will only be cast if that person is present at the UK Scheme Court Meeting.

\*\* Please enter the number of SABMiller Shares your proxy is authorised to represent. If this box is left blank your proxy will represent your total holding. You may appoint more than one proxy provided that each proxy is appointed to exercise rights attached to a different SABMiller Share or SABMiller Shares held by you.

To appoint more than one proxy you may photocopy this Form of Proxy or contact the SABMiller South African Registrar, Computershare Investor Services Proprietary Limited, for further Forms of Proxy. Please indicate the proxy holder's name and the number of SABMiller Shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All Forms of Proxy must be signed and should be returned together in the same envelope.

2 The person(s) appointed to act as proxy or proxies need not be members of the Company. Your proxy may vote or abstain from voting at his or her discretion on any other business which is properly put before the meeting.

3 Please sign in one of the boxes to show how you wish your vote to be cast. This Form of Proxy must be signed in order to be valid. However, if you sign in both boxes, this Form of Proxy will be invalid.

4 In the case of a corporation, this Form of Proxy must be expressed to be executed by the corporation and executed under its common seal or the hand of a duly authorised attorney or a duly authorised agent or officer of the corporation.

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6 To be effective, you should return this Form of Proxy and any power of attorney or other written authority under which it is signed (or a notarially certified or office copy of such power or authority) to the SABMiller South African Registrar, Computershare Investor Services Proprietary Limited, PO Box 61763, Marshalltown, 2107 (physical address: 70 Marshall Street, Johannesburg 2001), no later than 9.00 a.m. (London time) (10.00 a.m. South African standard time) on 26 September 2016 (or, in the case of an adjournment of the UK Scheme Court Meeting, no later than 48 hours before the time and date set for the adjourned UK Scheme Court Meeting).

7 If Forms of Proxy are not so lodged or submitted they may be handed to the Chairman, or the SABMiller UK Registrar, Equiniti Limited, on behalf of the Chairman, at the start of the UK Scheme Court Meeting on 28 September 2016 (or any adjournment thereof).

8 Proxy appointments can also be made online using the online voting form and security pin that will be e-mailed by the SABMiller South African Registrar, Computershare Investor Services Proprietary Limited, to all shareholders with an e-mail address on record.

9 Only holders of SABMiller Shares as entered on SABMiller's register of members at 6.30 p.m. (London time), on the day which is two days prior to the date of the UK Scheme Court Meeting, or their duly appointed representatives, are entitled to attend, speak and vote at the UK Scheme Court Meeting. A member so entitled may appoint one or more proxies, who need not be members, to exercise all or any of his/her rights to attend, speak and vote on his/her behalf. Proxies may only be appointed using the procedures set out in this Form of Proxy (and notes).

10 Completion and return of this Form of Proxy will not preclude you from attending and voting in person at the UK Scheme Court Meeting (or any adjournment thereof) should you subsequently decide to do so.

11 This Form of Proxy gives your proxy(ies) full rights to attend, speak and vote. If you wish to restrict the rights of your proxy(ies), please cross out either or both of the words 'speak' or 'vote' as appropriate.

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