SABMiller plc General Meeting
Form of Proxy

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) 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.

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

Resolution (please mark ‘X’ to indicate how you wish to vote)

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.

Signature

Date

Please refer to the important notes overleaf.

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

NAME IN BLOCK LETTERS
INITIALS AND SURNAMES OF JOINT HOLDERS IF ANY

Please refer to the important notes overleaf.

SABMiller plc UK Scheme Court Meeting
Form of Proxy

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)
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 for me/us and to 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

Resolution (please mark ‘X’ to indicate how you wish to vote)

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)
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.

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

Resolution (please mark ‘X’ to indicate how you wish to vote)

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.

Signature

Date

Please refer to the important notes overleaf.

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

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. In the case of joint holders, only one need sign the Form of Proxy.
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' will not be recorded as a vote in favour or against the resolution.
3. In the case of joint holders, the person(s) appointed to act as proxy or proxies need not be members, to exercise all or any of his/her rights to attend, speak and vote on his/her behalf. Proxy(ies) only be appointed using the 'Proxies' section of this Form of Proxy (and notes).
4. Only holders of SABMiller Shares as entered on SABMiller's register of members at 6.30 p.m. (London time), on the date which is two days prior to the date of the SABMiller General Meeting, or whose duly completed proxy forms are submitted to the SABMiller South African Registrar, Computershare Investor Services Proprietary Limited, to all shareholders with an e-mail address on record, will vote in favour of the resolution overleaf.
5. In the case of a corporation, this Form of Proxy must be signed (or a notarially certified or office copy of such power or other written authority under which it is signed) by a duly authorised agent or officer of the corporation.
6. If you are in any doubt as to how to complete this Form of Proxy, please call the South African Shareholder Helpline on 0861110063 (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).

**SABMiller plc General Meeting Notes**

**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 UK SCHEME COURT 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 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.
2. **Please enter the number of SABMiller Shares your proxy is authorised to represent on your behalf.** If you do not complete this box, 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.
3. If you are in any doubt as to how to complete this Form of Proxy, please call the South African Shareholder Helpline on 0861110063 (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).

**SABMiller plc UK Scheme Court Meeting Notes**

**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 UK SCHEME COURT 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 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.
2. **Please enter the number of SABMiller Shares your proxy is authorised to represent on your behalf.** If you do not complete this box, 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.
3. 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 holder is appointed to exercise rights attached to a different SABMiller Share or SABMiller Shares held by you.
4. 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 holder is appointed to exercise rights attached to a different SABMiller Share or SABMiller Shares held by you.
5. Only holders of SABMiller Shares as entered on SABMiller’s register of members at 6.30 p.m. (London time), on the date which is two days prior to the date of the SABMiller General Meeting, or whose duly completed proxy forms are submitted to the SABMiller South African Registrar, Computershare Investor Services Proprietary Limited, to all shareholders with an e-mail address on record, will vote in favour of the resolution overleaf.
6. In the case of a corporation, this Form of Proxy must be signed (or a notarially certified or office copy of such power or other written authority under which it is signed) by a duly authorised agent or officer of the corporation.
7. If you are in any doubt as to how to complete this Form of Proxy, please call the South African Shareholder Helpline on 0861110063 (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).