

**SABMiller plc** UK Scheme Court Meeting and  
SABMiller General Meeting  
Voting Instruction Form



Voting instructions in respect of:

- 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; and
- 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.

Underlying Shareholders holding uncertificated shares in the STRATE system may use this Voting Instruction Form to advise their CSDP or broker of their voting instructions in respect of the approval of the UK Scheme and the proposed resolution below.

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

**Voting in respect of the UK Scheme Court Meeting**

I/We

hereby request that my/our votes be cast on the resolution proposed 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 as follows:

**Important:** If you wish to vote for the UK Scheme, insert 'X' in the box marked "FOR the UK Scheme". If you wish to vote against the UK Scheme, insert 'X' in the box marked "AGAINST the UK Scheme". Only mark one box. If you mark both boxes, or if you do not mark either, then this vote shall be invalid.

Only mark one box  FOR the UK Scheme  AGAINST the UK Scheme

**Voting in respect of the SABMiller General Meeting**

I/We

hereby request that my/our votes be cast on the resolution to be proposed 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 as follows:

**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 SABMiller plc (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.

**Vote**  
**For    Against    Withheld**

                      

**Signature**

**Date**

**Name in block letters**

**Shareholder and CSDP Reference Number, if applicable**

**Initials and surnames of joint holders if any**

**Important notes in respect of this Voting Instruction Form**

- 1 Please indicate with an 'X' in the appropriate box how your votes should be cast and sign the space provided above. Votes will not be cast in respect of your holding if you have not given a specific instruction as to how to vote. You must (i) mark one box in relation to the UK Scheme Court Meeting and one box in relation to the SABMiller General Meeting and (ii) sign this form in order for it to be valid. In relation to your vote for either the UK Scheme Court Meeting or the SABMiller General Meeting, if you do not mark a box, or if you mark more than one box, your vote for that meeting will be invalid. Furthermore, if you do not sign this Voting Instruction Form, it will be invalid.
- 2 In relation to casting your votes at the SABMiller General Meeting, the 'Vote Withheld' option is provided to enable you to abstain from voting on the resolution. 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 Any alteration or correction made to this Voting Instruction Form must be initialled by the signatory.
- 4 In the case of joint holders, only one need sign the Voting Instruction Form. However, if more than one joint holder does sign a Voting Instruction Form, 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.
- 5 When completed, this Voting Instruction Form should be forwarded to the CSDP or broker (see note 7 below) through whom your SABMiller shares have been dematerialised, and on the terms of the custody agreement between you and your CSDP or broker. If you wish to attend the UK Scheme Court Meeting and/or the SABMiller General Meeting in person, you should contact your CSDP or broker to obtain a letter of representation to do so.
- 6 When completed, this Voting Instruction Form or requests for letters of representation must be submitted by the CSDPs and brokers to STRATE not later than 10.00 a.m. (South African standard time) on 26 September 2016 so that they may be collated and verified by STRATE prior to the meetings. You should therefore submit your completed Voting Instruction Form or your request for a letter of representation to your CSDP or broker within the time period required by your CSDP or broker or as stipulated in the custody agreement between you and your CSDP or broker.
- 7 The name and address of your CSDP or broker is shown on the share statement sent to you confirming your shareholding.
- 8 In the case of a corporation, this Voting Instruction Form 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.
- 9 Full details of the resolution to be proposed at the SABMiller General Meeting, with explanatory notes, are set out in the notice reconvening the SABMiller General Meeting at Part XII of the UK Scheme Document. Before completing this Voting Instruction Form, please also read the section entitled "Action to be Taken: Voting at the SABMiller Meetings" in the UK Scheme Document.
- 10 If this Voting Instruction Form is signed by someone else on your behalf, 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) must be sent to your CSDP or broker at the same time as this Voting Instruction Form.
- 11 Where two or more Voting Instruction Forms 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 Voting Instruction Form was delivered last, none of the forms shall be treated as valid.
- 12 You may not use any electronic address provided either in this Voting Instruction Form or in any related documents to communicate with the Company for any purposes other than those expressly stated.
- 13 Unless the context requires otherwise, all capitalised but undefined terms in this Voting Instruction Form and these notes shall have the same meaning as set out in the UK Scheme Document.
- 14 If you are in any doubt as to how to complete this Voting Instruction Form, please call the 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).