

SABMiller plc

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a General Meeting of SABMiller plc (the "**Company**") will be held at the Grosvenor House hotel, Park Lane, London W1K 7TN, England at 11.15 am (U.K. time) (or so soon thereafter as the Court Meeting convened for the same day shall have concluded or been adjourned) on 13 January 2010 for the purpose of considering and, if thought fit, passing the following resolutions:

Ordinary resolutions

1. That, subject to and conditional upon the approval of ordinary resolution 2 set out below:
 - (a) the Transaction (as defined and described in the circular dated 9 December 2009 from the Company to its shareholders (the "**Circular**") be and is hereby approved;
 - (b) the Directors be and are hereby authorised, if they shall see fit to do so, to implement:
 - (i) the arrangements set out in the Exchange Agreement and the Implementation Agreement (each as defined in the Circular) and the deeds and instruments ancillary thereto; and
 - (ii) the additional arrangements contemplated in the Circular so that the Transaction (as outlined in the Circular) can be carried into effect in accordance with the arrangements described in the Circular, with such non-material modifications as the Directors may think fit; and
 - (c) pursuant to section 551 of the Companies Act 2006, and in addition to any previously existing authority conferred upon the Directors of the Company under that section (or under section 80 of the Companies Act 1985), the Directors be and they are hereby authorised unconditionally to allot ordinary shares for the purposes of the Transaction as described in the Circular, up to an aggregate nominal amount of US\$16,519,600.20, which authority shall commence on the date this resolution is passed and expire at the end of 13 January 2015, save that the Company may allot ordinary shares for these purposes pursuant to the Exchange Agreement (as defined in the Circular) after that date as if the authority conferred hereby had not expired.
2. That, subject to and conditional upon the approval of ordinary resolution 1 as set out above, the directors of The South African Breweries Limited be authorised to adopt The SAB Zenzele Employee Trust, the principal features of which are described in Part 2 of the circular dated 9 December 2009 from the Company to its shareholders, a copy of the trust deed of which is produced to this meeting and which has been signed for the purposes of identification by the Chairman, and do all acts and things necessary to implement The SAB Zenzele Employee Trust, including the making of any changes to the trust deed as may be necessary to obtain any approvals the directors of The South African Breweries Limited or of the Company may consider necessary or desirable and/or to take account of the requirements of the London Stock Exchange plc and/or the requirements of any other stock exchange on which any shares or depository receipts of SABMiller plc may from time to time be listed.

By order of the Board

John Davidson
General Counsel and Group Company Secretary
9 December 2009

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

Explanatory notes on the above Resolutions are contained in the Chairman's Letter.

Notes:

Resolutions to be decided by a poll

1. The directors of the Company have decided that in order to reflect more accurately the views of all members, all resolutions at the 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 Voting Instruction Form. 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.

2. The results of the polls will be announced to the London Stock Exchange and the JSE Limited as soon as practicable following the meeting. The results of the polls will also be published on the Company's website (www.sabmiller.com).

Entitlement to attend and vote

3. Registered holders of ordinary shares are entitled to attend and vote at the meeting. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company gives notice that only those shareholders entered on the register of members of the Company at 6.00 pm (UK time) on 11 January 2010 will be entitled to attend and to vote at the General Meeting in respect of the number of shares registered in their name at that time. Changes to the entries on the register after that time will be disregarded in determining the rights of any person to attend or vote at the meeting. For the purposes of the South African section of the register of members, the reference in this note to 'registered holders' means certificated shareholders and dematerialised shareholders with 'own name' registration.

Appointment of proxies

4. A member of the Company entitled to attend and vote at the General Meeting may appoint (a) proxy(ies) to attend and, on a poll, vote on his or her behalf. A proxy need not be a member of the Company. Beneficial shareholders who have dematerialised or immobilised their shareholdings in Strate may provide their CSDP or broker with voting instructions in accordance with the applicable custody agreement or may apply to that CSDP or broker for a letter of representation from the registered shareholder to enable them to attend the meeting in person.
5. CREST members who wish to appoint a proxy or proxies for the General Meeting and any adjournment(s) of that General Meeting may do so by utilising the procedures in the CREST manual. In order for a proxy appointment or instruction made using the CREST service to be valid the appropriate CREST message (a "**CREST Proxy Instruction**") 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. CREST personal members or other CREST sponsored members, and those CREST members who have appointed (a) voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
6. To be effective, the form of proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be received at the return address specified on the form of proxy or voting instruction form or, in respect of the shareholders not registered on the South African section of the register of members, by the Company's Registrar, Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU by not later than 11.15 am (UK time) on 11 January 2010. If your ordinary shares are contained in the South African section of the register and no return envelope is enclosed with the voting instruction form, this will be because the records available to the Company show your shareholding to have been dematerialised in the context of Strate through a CSDP or broker other than under the Issuer-Sponsored Nominee Programme. In that case, you should contact your CSDP or broker to ascertain the return address for it to process your voting instructions. It is recommended that, because of the requirement for votes in relation to shares dematerialised or immobilised in the context of Strate to be collated through CSDPs and brokers and then reconciled through PLC Nominees (Proprietary) Limited, voting instructions by beneficial owners of such shares be submitted so as to arrive no later than 10.00am (South African time) on 8 January 2010.

The message appointing or instructing a proxy making use of the CREST services must be transmitted so as to be received by Capita Registrars (ID RA10) not later than 48 hours before the time fixed for the meeting. For this purpose, 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 issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. No messages received through the CREST network after this time will be accepted.

CREST members and, where applicable their CREST sponsors or voting service providers should note that CRESTCo does not make available any special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation 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) voting service provider(s), to procure that his CREST sponsor or voting services provider(s) take(s)) 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 sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instructions in the circumstances set out in Regulation 35(5)(a) of the Uncertified Securities Regulations 2001.

7. The completion and return of a General Meeting or Court Form of Proxy or General Meeting or Court Voting Instruction Form will not preclude a member entitled to attend and vote at the meeting from doing so if he or she wishes.

Entitlement to ask questions

8. Shareholders attending the General Meeting will be entitled to ask questions relating to the business being dealt with at the General Meeting, although no answer need be given if (i) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information; (ii) the answer has already been given on a website in the form of an answer to a question; or (iii) it is undesirable in the interests of the Company or the good order of the General Meeting for the question to be answered.

Corporate representatives

9. In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that (i) if a corporate shareholder has appointed the Chairman of the meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the Chairman and the Chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the Chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives (www.icsa.org.uk) for further details of this procedure. The guidance includes a sample form of representation letter if the Chairman is being appointed as described in (i) above.

Issued shares and total voting rights

10. As at 7 December 2009, the Company's share capital consisted of 1,574,591,684 ordinary shares with voting rights, and a further 77,368,338 ordinary shares held in treasury representing 4.68% of the Company's share capital. Therefore, the total number of voting rights in the Company as at that date was 1,574,591,684.
11. Further information can be found at: www.sabmiller.com about (i) the matters set out in this notice; (ii) the total number of shares in the Company and the shares of each class in respect of which shareholders are entitled to exercise voting rights at the General Meeting; (iii) the total number of voting rights that shareholders are entitled to exercise at the General Meeting in respect of the shares of each class; and (iv) any shareholders' statements, shareholders' resolutions and shareholders' matters of business received by the Company after the date of this notice. This information will be available on the Company's website from the date of this notice for a period of two years.

Receipt of documents or information

12. 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.