

# Notice of Annual General Meeting

2010

## **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.

# Letter from the 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 twelfth 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, 22 July 2010.

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 to vote by post.
- Voting forms (proxy/voting instruction).
- A copy of the 2010 Annual Report, including the Annual Financial Statements and the Directors' Remuneration Report.

There is one item of business at the AGM to which I would draw your particular attention, namely the proposed adoption of new articles of association to reflect the implementation of the Shareholder Rights Directive in the UK in August 2009. An explanation of the main changes between the proposed and the existing articles of association is set out in the explanatory note to Resolution 18 on pages 8 and 9 of this document.

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 of the conclusion of the meeting. This interactive electronic voting system will reflect both proxy votes submitted prior to the meeting 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.

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.

Finally, for those shareholders who are interested in acquiring additional information concerning our corporate social responsibility programme, our Sustainable Development Report 2010 is now available at our website at [www.sabmiller.com/sdreporting](http://www.sabmiller.com/sdreporting).

**J Meyer Kahn**  
Chairman

3 June 2010

# Notice of Annual General Meeting 2010

The directors give notice that the 2010 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, 22 July 2010 to transact the following business:

## The Resolutions

Resolutions 1 to 14 will be proposed as ordinary resolutions. Resolutions 15 to 18 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 2010, together with the reports of the directors and auditors therein.
2. To receive and, if thought fit, to approve the Directors' Remuneration Report 2010 contained in the Annual Report for the year ended 31 March 2010.
3. To elect Mr M H Armour as a director of the Company following his appointment by the directors.
4. To elect Mr H A Willard as a director of the Company following his appointment by the directors.
5. To re-elect Mr J M Kahn as a director of the Company.
6. To re-elect Mr P J Manser as a director of the Company.
7. To re-elect Mr D S Devitre as a director of the Company.
8. To re-elect Mr M Q Morland as a director of the Company.
9. To re-elect Mr M C Ramaphosa as a director of the Company.
10. To re-elect Mr M I Wyman as a director of the Company.
11. To confirm the proposal by the directors for the declaration of a final dividend of 51 US cents per share in respect of the year ended 31 March 2010 payable on 13 August 2010 to shareholders on the register of members at the close of business on 6 August 2010 in South Africa and the United Kingdom.
12. 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.
13. To authorise the directors to determine the remuneration of the auditors.
14. 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 22 October 2011 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\$7,915,340 (which shall be the Section 551 Amount for the purposes of Article 11(a)(ii) for that Section 551 Period).
15. 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 22 October 2011 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\$7,915,340 (which shall be the Section 561 Amount for the purposes of Article 11(a)(iv) for that Section 561 Period).
16. 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 158,306,900 representing approximately 10 per cent. of the issued ordinary share capital of the Company as at 2 June 2010 (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 22 October 2011 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.
17. That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.
18. That the articles of association produced to the meeting and initialled by the Chairman for the purpose of identification be adopted as the articles of association of the Company, in substitution for and to the exclusion of the existing articles of association, with effect from the conclusion of this Annual General Meeting.

**John Davidson**  
General Counsel and Group Company Secretary

3 June 2010

Registered Office:

SABMiller House, Church Street West,

Woking, Surrey GU21 6HS

## Notice of Annual General Meeting 2010 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 20 July 2010 (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 and dematerialised shareholders with 'own name' registration.
4. A form of proxy for use at the meeting is enclosed. 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 20 July 2010. 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) Limited, PO Box 61051, Marshalltown, 2107. 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.
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'), 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 wishing 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](http://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 20 July 2010. 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 s311A of the Companies Act 2006, can be found at [www.sabmiller.com](http://www.sabmiller.com)
14. Copies of the contracts of service of directors and the existing and proposed new articles of association 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. The existing and proposed new articles of association of the Company are also available for inspection during normal business hours at the offices of the Company's solicitors, Hogan Lovells International LLP, Atlantic House, 50 Holborn Viaduct, London EC1A 2FG.
15. The directors of the Company have decided again 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. 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 or submitted a CREST Proxy Instruction 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 or CREST proxy instructions which have been validly received and in respect of which no member has indicated an intention to change their votes.
18. As at 2 June 2010, the Company's share capital consisted of 1,583,069,684 ordinary shares with voting rights, and a further 72,068,338 ordinary shares held in treasury. Therefore, the total number of voting rights in the Company as at that date was 1,583,069,684.
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](http://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 2010 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) 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 FSA before getting involved. You can check at [www.fsa.gov.uk/register](http://www.fsa.gov.uk/register).
- The FSA 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 FSA so that this list can be kept up to date and any other appropriate action can be considered.
- Report the matter to the FSA either by calling 0300 500 5000 or by completing an online form at: [http://www.moneymadeclear.org.uk/news/scams/share\\_scam.html](http://www.moneymadeclear.org.uk/news/scams/share_scam.html)

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

Facsimile: 012 347 0221

Email: [Info@fsb.co.za](mailto:Info@fsb.co.za)

Complete the FSB online complaint form which can be found on their website [www.fsb.co.za](http://www.fsb.co.za)

### Explanatory notes to resolutions for AGM

#### 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 2010 together with the reports of the directors and auditors. These are contained within the Annual Report 2010.

#### Resolution 2 APPROVAL OF THE DIRECTORS’ REMUNERATION REPORT

The board seeks shareholders’ approval of the Directors’ Remuneration Report 2010, which is included on pages 59 to 67 in the Annual Report 2010.

#### Resolutions 3 to 10 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. Accordingly, Mr M H Armour, who was appointed to the board with effect from 1 May 2010, and Mr H A Willard, who was appointed to the board with effect from 1 August 2009, will offer themselves for election at the AGM. In addition, Mr D S Devitre and Mr M I Wyman, each of whom was last elected or re-elected to the board in July 2007, will retire at the AGM and will offer themselves for re-election.

The Combined Code on Corporate Governance published by the Financial Reporting Council recommends that if non-executive directors are to serve for longer than nine years they should be subject to annual re-election. Accordingly, Mr J M Kahn, Mr P J Manser, Mr M Q Morland and Mr M C Ramaphosa will retire at the AGM and will offer themselves for re-election.

Biographical details of these directors are set out in Appendix 1 to this Notice.

The nomination committee has confirmed in its recommendations to the board that, following formal performance evaluation of the directors, the performance of those directors offering themselves for election or re-election continues to be effective and to demonstrate commitment to the role, including time for board and committee meetings and any other duties. Mr Armour was not included in the formal evaluation process which was completed before he joined the board. Having been Chief Financial Officer of Reed Elsevier Group plc since 1996, Mr Armour brings a wealth of experience in financial and accounting matters and the board believes his appointment is another step in the progressive renewal of board membership. Further details are set out in the corporate governance report on pages 51 to 58 in the Annual Report 2010.

#### Resolution 11 APPROVAL OF FINAL DIVIDEND

A final dividend can only be paid after it has been approved by the shareholders. A final dividend of 51 US cents per share in respect of the year ended 31 March 2010 is recommended by the directors for payment to shareholders who are on the register of members at the close of business on 6 August 2010 in South Africa and in the United Kingdom. If approved, the date of payment of the final dividend will be 13 August 2010. From the commencement of trading on 22 July 2010 until the close of business on 6 August 2010 no transfers between the United Kingdom and South African Registers will be permitted and from 2 August 2010 until 6 August 2010, both days inclusive, no shares may be dematerialised or rematerialised.

## **Resolutions 12 and 13 REAPPOINTMENT OF AUDITORS AND AUDITORS' REMUNERATION**

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

**Resolution 12**, 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 13** is a separate resolution which gives authority to the directors to determine the auditors' remuneration.

## **Resolutions 14 and 15 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') (previously section 80 of the Companies Act 1985), ordinary shares up to an aggregate nominal value of US\$7,847,370 (which represented approximately 5 per cent. of the Company's issued ordinary share capital as at 29 May 2009) (the 'Section 551 Authority'); and
- (b) an authority disapplying Section 561 of the Act (previously section 89 of the Companies Act 1985) 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 22 July 2010. The board proposes that both of these authorities are renewed for a further period of one year. The Section 551 Authority proposed in **Resolution 14** as an ordinary resolution will therefore expire at the conclusion of the next AGM or on 22 October 2011, 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\$7,915,340 which represents approximately 5 per cent. of the Company's issued ordinary share capital as at 2 June 2010 (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 what is regarded as best 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\$7,915,340, 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 2 June 2010, the Company owned 72,068,338 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 15** as a special resolution will expire at the conclusion of the next AGM or 22 October 2011, 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 15** 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\$7,915,340, which represents approximately 5 per cent. of the Company's issued ordinary share capital as at 2 June 2010 (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.

## **Resolution 16 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 16** 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 158,306,900 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 2 June 2010 (excluding treasury shares)) with a stated upper limit on the price payable which reflects the requirements of the Listing Rules.

## Notice of Annual General Meeting 2010 continued

The total number of ordinary shares that may be issued on the exercise of outstanding options as at 2 June 2010 is 31,164,644 which represents approximately 1.97 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 2.19 per cent. of the issued share capital as at 2 June 2010 (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 (as described above), 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 16**, 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 transferred for the purposes of the Company's employee share plans rather than through 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 17** 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 17** 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.

### **Resolution 18** ADOPTION OF NEW ARTICLES OF ASSOCIATION

It is proposed to adopt new Articles of Association (the 'New Articles') to reflect the full implementation of the Shareholders' Rights Regulations. As the proposed changes affect various provisions in the Company's existing Articles of Association (the 'Current Articles'), it is considered more practical to seek to replace the Current Articles in full rather than to seek approval for numerous individual amendments.

The principal changes introduced in the New Articles are described on the following page.

The numbering in the New Articles varies from the numbering in the Current Articles, principally because of the deletion of redundant provisions. The number identifying each article principally affected by the amendment corresponds to the numbering in the New Articles (unless otherwise indicated).

1. **NOTICE OF GENERAL MEETINGS (ARTICLE 57)** The Shareholders' Rights Regulations amend the Companies Act 2006 to require the company to give 21 clear days' notice of general meetings unless the Company offers members an electronic voting facility and a special resolution reducing the period of notice to not less than 14 days has been passed. Annual general meetings must be held on 21 clear days' notice. The New Articles reflect these new requirements.
2. **VOTING RECORD DATE (ARTICLE 57)** Under the Companies Act 2006 as amended by the Shareholders' Rights Regulations, the Company must determine the right of members to vote at a general meeting by reference to the register not more than 48 hours before the time for the holding of the meeting, not taking account of days which are not working days. The New Articles reflect this requirement.
3. **ADJOURNMENTS FOR LACK OF QUORUM (ARTICLE 66)** Under the Companies Act 2006 as amended by the Shareholders' Rights Regulations, general meetings adjourned for lack of a quorum must be held at least 10 clear days after the original meeting. The New Articles reflect this requirement.
4. **CHAIRMAN'S CASTING VOTE (CURRENT ARTICLE 78)** The New Articles no longer give the chairman a casting vote in the event of an equality of votes as this is no longer permitted under the Companies Act 2006.
5. **VOTING BY PROXIES ON A SHOW OF HANDS (ARTICLE 77)** The Shareholders' Rights Regulations have amended the Companies Act 2006 so that it now provides that each proxy appointed by a member has one vote on a show of hands unless the proxy is appointed by more than one member and has been instructed by one or more members to vote for the resolution and by one or more members to vote against the resolution, in which case the proxy has one vote for and one vote against the resolution on a show of hands. The New Articles reflect these changes.
6. **VOTING BY CORPORATE REPRESENTATIVES (ARTICLE 77)** The Shareholders' Rights Regulations have amended the Companies Act 2006 in order to enable multiple representatives appointed by the same corporate member to vote in different ways on a show of hands and a poll. The New Articles contain provisions which reflect these amendments.
7. **ELECTRONIC PAYMENT OF DIVIDENDS (ARTICLES 145 and 147)** The New Articles give the Company more flexibility as to the method by which it can pay dividends. Although it is not the current intention to change the current methods of payment, future circumstances may make this desirable, or even necessary, such as changes in banking practice that eliminate cheque payments.
8. **GIVING NOTICE IN THE EVENT OF A POSTAL STRIKE (ARTICLE 179)** The Current Articles provide that in the event of a postal strike, the Company can convene a general meeting by putting the notice of meeting in one or more national daily newspapers. Infelicitous drafting changes made by the Companies Act 2006 have unfortunately made it unclear whether companies will be able to use this route in the future, and so the New Articles specifically enable the Company to decide, in the event of curtailment of postal services, that it need only send notices electronically to those shareholders who have agreed that the Company can communicate with them in this way. To try to ensure that all shareholders (including those who have not yet agreed to electronic communication) receive information about the meeting, the Company must still advertise the notice in a national daily newspaper and on its website, and as under the Current Articles, must send confirmatory copies of the notice out by post to those who did not receive it electronically, if it again becomes practicable to do so.

# Appendix 1

## Short biographies of directors proposed for election



**Non-executive director**  
**Mark Armour** (55)  
MA, ACA

Mark Armour joined the board in May 2010. He has been the Chief Financial Officer of Reed Elsevier Group PLC since 1996, and of its two parent companies, Reed Elsevier PLC and Reed Elsevier NV, having previously been a partner in the London office of Price Waterhouse.

From 2002 until 2004, he was Chairman of The Hundred Group of Finance Directors. He was a member of the Finance and Reporting Working Group of the UK Government's Company Law Review Steering Group, which reported in 2001, and a member of the group appointed by the Financial Reporting Council which produced the Smith Report on Audit Committees in 2003.



**Non-executive director**  
**Howard Willard** (47)  
BA (hons), MBA

Howard Willard joined the board in August 2009 as a nominee of Altria Group, Inc. He is Executive Vice President, Strategy and Business Development for Altria with oversight responsibility for Chateau Ste. Michelle Wine Estates, Philip Morris Duty Free Inc., and the Strategy & Business Development group at Altria Client Services Inc. He has held various leadership positions at Philip Morris USA Inc. in Finance, Sales, Information Services and Corporate Responsibility. Before joining the Altria family of companies in 1992 he worked at Bain & Company and Salomon Brothers Inc. He currently serves on the board of the YMCA of Greater Richmond.

## Short biographies of directors proposed for re-election



**Chairman**  
**Meyer Kahn** (70)  
BA (Law) MBA, DCom (hc), SOE

Meyer Kahn joined the group in 1966 and occupied executive positions in a number of the group's former retail interests before being appointed to the board of The South African Breweries Limited (SAB Ltd) in 1981. He was appointed Group Managing Director in 1983 and Executive Chairman in 1990. In 1997, he was seconded full-time to the South African Police Service as its Chief Executive, serving for two and a half years. He was appointed Chairman of South African Breweries plc upon its listing on the London Stock Exchange in 1999.

Among other awards, he holds an honorary doctorate in commerce from the University of Pretoria and was awarded The South African Police Star for Outstanding Service (SOE) in 2000.



**Non-executive director**  
**John Manser** (70)  
CBE, DL, FCA

John Manser joined the board in 2001. He is Chairman of Intermediate Capital Group plc and Shaftesbury PLC and Deputy Chairman of Colliers CRE plc. He was previously Chairman of Hiscox Investment Management Ltd, London Asia Chinese Private Equity Fund Limited and Robert Fleming Holdings Limited, a former member of the President's Committee of the British Banking Association, a director of the Securities and Investments Board between 1986 and 1993 and is a past Chairman of the London Investment Banking Association.



**Non-executive director**  
**Dinyar Devitre** (63)  
BA (hons), MBA

Dinyar Devitre joined the board in 2007 as a nominee of Altria Group, Inc. He is a member of the board of Altria. Between April 2002 and March 2008 he was Senior Vice President and Chief Financial Officer of Altria and prior to his appointment to this position had held a number of senior management positions within the Altria group. He is a director of Western Union Company, Emdeon Inc. and a special adviser to General Atlantic LLC. He was a director of Kraft Foods Inc. from 2002 until March 2007. He serves as a trustee of the Asia Society and the Brooklyn Academy of Music and is a director of the Lincoln Center for the Performing Arts, Inc.



**Non-executive director**  
**Miles Morland** (66)

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.



**Non-executive director**  
**Cyril Ramaphosa** (57)  
Bproc LLD (hc)

Cyril Ramaphosa joined the board of SAB Ltd in 1997 and was appointed to the board of South African Breweries plc upon its listing on the London Stock Exchange in 1999. He is the founder and chairman of Shanduka Group and Joint Non-Executive Chairman of Mondi Group. He holds directorships in Macsteel Global B.V., MTN Group Ltd, The Bidvest Group, Standard Bank and Alexander Forbes and serves on the board of the Commonwealth Business Council.

He is a former Secretary General of the African National Congress (ANC) and was Chairman of the Constitutional Assembly, which negotiated South Africa's first democratic constitution.



**Chief Financial Officer**  
**Malcolm Wyman** (63)  
CA (SA)

Malcolm Wyman joined SAB Ltd in 1986, and joined the board as Group Corporate Finance Director in 1990. He was appointed to the board of South African Breweries plc upon its listing on the London Stock Exchange in 1999.

He became Chief Financial Officer in 2001, with responsibility for the group's finance operations, corporate finance and development, and group strategy.

He is a Non-Executive Director of Nedbank Group Limited and Nedbank Limited.

## Important notes about the Annual General Meeting

### Date

Thursday, 22 July 2010 at 11.00am.

### Venue

InterContinental London Park Lane, One Hamilton Place,  
Park Lane, London W1J 7QY, England  
[www.ichotelsgroup.com/intercontinental/en/gb/locations/london-parklane](http://www.ichotelsgroup.com/intercontinental/en/gb/locations/london-parklane)

### 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.

### 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.

### Admission

Shareholders are asked to register at the registration desk in the Grand Ballroom 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.

Shareholders and joint holders are asked to limit themselves to one guest each.

### Security

There will be a security check in the Grand Ballroom 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 Grand Ballroom 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.

### Questions about the AGM

If you have any questions about the AGM, please telephone (+44) (0)1483 264144 in Woking or (+27) (0)11 407 1762 in Johannesburg.

# How to get there



We wish you a pleasant journey and look forward to welcoming you to the Intercontinental London Park Lane, One Hamilton Place, Park Lane, London W1J 7QY, England.

