



**Nigerian Breweries Plc**

## **Regulations for Dealing in Shares and other Securities**

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### **Revision History**

<b>Date</b>	<b>Version No.</b>	<b>Prepared/Reviewed by:</b>	<b>Remark</b>	<b>Approved by:</b>
12 <sup>th</sup> July, 2008	1.0	Company Secretary	Creation	The Board
26 <sup>th</sup> November, 2008	2.0	Company Secretary	Amendment	The Board
11 <sup>th</sup> May, 2016	3.0	Company Secretary	Amendment	The Board
25 <sup>th</sup> October, 2019	4.0	Company Secretary	Amendment	The Board

### **Recitals**

- (a) The Regulations have been adopted in compliance with the provisions of the Companies and Allied Matters Act, 2004 , Nigerian Code of Corporate Governance 2018, the Investment and Securities Act, 2007 and the Heineken Policy on Insider Dealing;
- (b) These Regulations aim to ensure that Employees and Associated Entities act, with regard to the Securities that they hold, in accordance with the said Acts and Code and to limit the risk of harming the good reputation of Nigerian Breweries Plc (hereinafter referred to as “NB Plc”) and the integrity of its business as a result of undesirable transactions in Securities.

## Chapter I

### Introduction

#### **Article 1: Definitions**

In the Regulations, *capitalised terms shall have the meanings set out in the Appendix* to the Regulations.

#### **Article 2: Scope**

1. The Regulations contain the regulations on the holding of and effecting transactions in NB Plc's Securities and Other Securities by members of the Board, Employees and Associated Entities.
2. The Regulations shall apply to all Employees, unless the Regulations provide otherwise. The Regulations shall apply to Employees irrespective of the capacity in which they Execute Transactions and shall also apply if the Employee in question Executes a Transaction for another person's account or as another person's representative.

#### **Article 3: Statutory prohibitions and notification obligations**

The provisions of the Regulations shall be without prejudice to the prohibitions of any law in force, including those with regard to market manipulation, and the generally applicable notification obligations of the ISA, Listing Requirements of The NSE and CAMA.

## Chapter II

### **General prohibitions applicable to members of the Board, members of the Executive Committee (not being members of the Board), Designated Employees and Associated Entities**

#### **Article 4: Prohibitions against executing transactions with regard to Securities, including NB Plc's Securities**

1. Every member of the Board, member of the Executive Committee (not being a member of the Board), Designated Employee and Associated Entity, is prohibited from making use of Inside Information by Executing or trying to Execute, for his, her or its own account (as applicable) or for the account of a third party, either directly or indirectly, Transactions in Securities, including NB Plc's Securities, to which the Inside Information relates.
2. Every member of the Board, member of the Executive Committee (not being member of the Board), Designated Employee and Associated Entity is prohibited from Executing Transactions in NB Plc's Securities during a Closed Period, irrespective of whether the member of the Board, member of the Executive Committee (not being member of the Board), Designated Employee or Associated Entity is thereby using Inside Information.
3. The Executive Committee may prohibit members of the Board, members of the Executive Committee (not being members of the Board), Designated Employees and Associated Entities from Executing Transactions in NB Plc's Securities during a period outside the Closed Period to be determined by the Executive Committee.
4. The prohibition contained in paragraph 1 hereof shall not apply to the Execution of Transactions in the discharge of a due and payable obligation existing at the time that the member of the Board, member of the Executive Committee (not being

member of the Board), Designated Employee or Associated Entity acquired Inside Information (such as, an obligation to dispose of or acquire NB Plc Securities arising from an agreement concluded before the Inside Information was acquired).

5. The prohibition contained in paragraph hereof 1 shall not apply to Transactions Executed by an investment or funds management company or firm permitted under the ISA to manage private portfolios based on a written mandate, provided that the member of the Board, member of the Executive Committee (not being member of the Board) Designated Employee or Associated Entity, as principal, cannot exercise any influence on Transactions Executed by the investment or funds management company or firm pursuant to the mandate (in that case there is no "making use of Inside Information"). Each member of the Board, member of the Executive Committee (not being member of the Board), Designated Employee and Associated Entity is required to provide the Company Secretary with a copy of the written mandate referred to in the previous sentence and to inform the Company Secretary in writing of any amendment to this written mandate.
6. In addition, the prohibition contained in paragraph 1 hereof shall not apply to:
  - a. the acceptance of NB Plc's Securities under any LTIPR for Directors or Senior Management;
  - b. the acquisition of shares or depositary receipts for shares as payment of dividend, other than in the form of optional dividend;
  - c. the sale of shares in Nigerian Breweries Plc on the vesting date referred to in the LTIPR (or as soon as practicable thereafter) by the plan administrator pursuant to an irrevocable power of attorney, insofar as to cover with the proceeds of such sale the payment obligations resulting from any tax liabilities in relation to the vesting; and
  - d. Other transactions excluded by or under the law.
7. Paragraphs 4, 5 and 6 hereof shall apply equally to the prohibitions contained in paragraphs 2 and 3.
8. The prohibitions contained in paragraphs 1 to 3 hereof and any possible exceptions thereto shall continue to have effect during a period of six months after the relevant member of the Board of Directors, member of the Executive Committee (not being member of the Board) or Designated Employee has ceased to occupy that capacity.

**Article 5: Prohibitions against executing transactions with regard to Other Securities**

1. Every member of the Board, member of the Executive Committee (not being member of the Board) and Designated Employee shall be prohibited from Executing Transactions in Other Securities, if they have been designated to that effect by the Executive Committee in accordance with paragraph 2 hereof and every member of the Board, member of the Executive Committee (not being member of the Board) and Designated Employee has been notified of the designation, irrespective of whether the member of the Board, member of the Executive Committee (not being member of the Board) or Designated Employee makes use of Inside Information relating to the Other Securities in question.
2. The Executive Committee may determine that a member of the Board, member of the Executive Committee (not being member of the Board) or Designated Employee may not Execute Transactions in certain Other Securities designated by the Executive Committee during a period specified by the Executive Committee, if the member of the Board of Directors, member of the Executive Committee (not being member of the Board of Directors) or Designated Employee by virtue of his or her position in NB Plc, possesses or may possess Inside Information relating to those Other Securities, or is likely, through his or her position in NB Plc, to be able to make a better assessment of the state of affairs in the company or institution issuing the Other Securities than he would be able to on the basis of public information, such as, for example, certain

competitors of NB Plc or if he or she may create the impression that he or she is violating the law if he or she were to Execute a Transaction in those Other Securities.

3. The prohibitions contained in paragraphs 1 and 2 hereof shall not apply to the Execution of Transactions in the discharge of a due and payable obligation existing at the time of the designation or determination referred to in paragraph 2 (such as an obligation to dispose of or acquire Other Securities arising from an agreement concluded before the designation or determination).
4. In addition, the prohibitions contained in paragraphs 1 and 2 hereof shall not apply to:
  - a. the acquisition of shares or depositary receipts for shares in the company which has issued the Other Securities, as payment of dividend, other than in the form of optional dividend;
  - b. transactions mentioned in Article 4 paragraph 5; and
  - c. other transactions excluded by or under the law.
5. The prohibitions contained in paragraphs 1 and 2 hereof shall continue to have effect during a period of six months after the relevant member of the Board, member of the Executive Committee (not being member of the Board) or Designated Employee has ceased to occupy that position.

**Article 6 *Prohibition against disclosure; prohibition against making recommendations***

1. Every member of the Board, member of the Executive Committee (not being member of the Board) and Designated Employee shall be prohibited from disclosing Inside Information to a third party, unless the disclosure is made in the normal course of the exercise of his or her employment, profession or duties and the recipient of the Inside Information has an obligation of confidentiality, irrespective of whether this is based on law or regulation, provisions in the Articles of Association, or an agreement.
2. Every member of the Board, member of the Executive Committee (not being member of the Board) and Designated Employee shall be prohibited from recommending to a third party the Execution of Transactions in Securities, including NB Plc's Securities, to which his or her Inside Information relates or from inciting a third party thereto.

**Chapter III**

**Notification obligations applicable to members of the Board under Sections 275 and 276 of CAMA**

**Article 7 *Notification obligations to the Company***

1. Every member of the Board shall, at the point of his appointment to the Board, notify the Board through the Company Secretary of the number of Shares or debentures held by him or her in NB Plc (and any of its subsidiaries, its holding company or subsidiary of its holding company) or which are held in trust for him or her or of which he has the right to become holder (whether on payment or not).
2. Every member of the Board shall notify the Board through the Company Secretary without delay of any Transaction in NB Plc's Securities Executed by him or her for his or her benefit as well as any change in the number of shares or debentures held by him or her in NB Plc.

3. The member of the Board himself or herself shall at all times remain responsible for the notification to the Board.

#### **Chapter IV**

#### **Notification obligations applicable to members of the Executive Committee (not being members of the Board), Designated Employees and Associated Entities**

##### **Article 8 Notification obligations to the Company**

1. Every member of the Executive Committee (not being a member of the board), Designated Employee and Associated Entity that executes any Transaction in NB Plc Securities shall notify the Company through the Company Secretary immediately of the Transaction.
2. Paragraph 1 hereof shall not apply to Transactions Executed for the account of the Designated Employee by an investment or funds Management Company or firm as referred to in Article 4 paragraph 5.

#### **Chapter V**

#### **Specific provisions with regard to members of the Board, members of the Executive Committee (not being a member of the Board), Designated Employees and Associated Entities**

##### **Article 9 Consultation of the Company Secretary; freedom of investment and long-term investment in NB Plc Securities**

1. Members of the Board, members of the Executive Committee (not being a member of the Board) Designated Employees and Associated Entities must consult the Company Secretary before Executing Transactions in NB Plc's Securities. This consultation requirement does not apply to (i) Transactions that are excluded from the approval requirement pursuant to the LTIPR and (ii) Transactions referred to in Article 4 paragraphs 5 and 6.
2. Unless the provisions in and under the LTIPR provide otherwise, members of the Board, member of the Executive Committee (not being member of the Board) and Designated Employees, shall have freedom of investment in shares and certain Other Securities.
3. Any holding of NB Plc's Securities by a member of the Board, member of the Executive Committee (not being member of the Board) or Designated Employees, shall always be for long-term investment purposes.

#### **Chapter VI**

#### **Other Employees**

##### **Article 10 Prohibition against effecting transactions, disclosure and making recommendations**

1. Other Employees who know or should reasonably suspect that they possess Inside Information are prohibited from making use of that Inside Information for their own account or for the account of a third party, either directly or indirectly, Executing or trying to Execute, a Transaction in Securities including NB Plc's Securities, to which their Inside Information relates.

2. Other Employees who know or should reasonably suspect that they possess Inside Information are prohibited from disclosing that Inside Information to a third party, unless the disclosure is made in the normal course of the exercise of their employment, profession or duties and the recipient of the Inside Information has an obligation of confidentiality, irrespective of whether this is based on law or regulation, provisions in the Articles of Association, or an agreement.
3. Other Employees who know or should reasonably suspect that they possess Inside Information are prohibited from recommending to a third party the Execution of Transactions in Securities, including NB Plc Securities, to which their Inside Information relates or from inciting a third party thereto.
4. The prohibition contained in paragraph 1 hereof shall not apply to the Execution of Transactions in the discharge of a due and payable obligation existing at the time that the Other Employee acquired Inside Information (such as an obligation to dispose of or acquire Securities arising from an agreement concluded before the Inside Information was acquired).
5. The prohibition contained in paragraph 1 hereof shall not apply to Transactions Executed by an investment or funds management company or firm permitted under the ISA to manage private portfolios pursuant to a written mandate which provides that the Other Employee, as principal, cannot exercise any influence on Transactions Executed by the financial firm pursuant to the mandate.
6. In addition, the prohibition contained in paragraph 1 hereof shall not apply to:
  - a. the acceptance of NB Plc Securities under the LTIPR, if these apply to another Employee;
  - b. the acquisition of shares or depositary receipts for shares as payment of dividend, other than in the form of optional dividend;
  - c. the sale of shares in NB Plc on the vesting date referred to in any LTIPR (or as soon as practicable thereafter) by the plan administrator pursuant to an irrevocable power of attorney, insofar as to cover with the proceeds of such sale the payment obligations resulting from tax and social security liabilities or national insurance in relation to the vesting; and
  - d. other transactions excluded by or under the law.
7. Other Employees to whom the LTIPR apply, are prohibited from Executing Transactions in NB Plc's Securities during a Closed Period, irrespective of whether the Other Employee is thereby using Inside Information.

**Chapter VII**  
**Other provisions**

**VII.1      *Company Secretary***

**Article 11   *Advice***

The Company Secretary may at an Employee's request render advice on whether a prohibition or obligation contained in the Regulations applies to that Employee. If an Employee is in doubt as to whether a prohibition or obligation contained in the Regulations applies to that Employee, it is advisable that he or she should contact the Company Secretary and seek his or her advice.

**Article 12 Annual reporting**

The Company Secretary shall annually, after the end of Nigerian Breweries Plc's financial year, report to the chairman of the Board on all notifications received under these Regulations.

**VII.2 Register**

**Article 13 Contents**

The Company Secretary shall keep a Register setting out:

- a. the names of the members of the Board, the members of the Executive Committee (not being members of the Board), Designated Employees, as well as all other persons engaged by NB Plc who may possess Inside Information on a regular or incidental basis;
- b. the reason for including in the Register the other persons referred to under (a) above;
- c. the circumstance and the moment from which the person no longer has access to Inside Information;
- d. all notifications to the Company Secretary pursuant to the Regulations;
- e. copies of the written mandates received by the Company Secretary pursuant to Article 4 paragraph 5 and Article 10 paragraph 5.

The Register and all alterations thereof shall be dated.

**Article 14 Responsibility; specified purpose**

The Company Secretary shall be responsible for the processing of Personal Data to be included in the Register. Personal Data shall only be processed for the purposes specified in Article 1 of the Regulations.

**Article 15 Provision to third parties**

Personal Data from the Register may be provided to the regulators of capital markets, in the event this is necessary for the fulfilment of a statutory obligation or if a weighty interest of NB Plc requires this.

**Article 16 Custody; custody period**

The Register shall be kept by the Company Secretary. The Personal Data referred to in Article 13 under a. up to and including c. will be kept for a period of at least 5 years after the date of recording in the Register or alteration thereof. The Company Secretary shall remove other Personal Data from the Register no later than two years after the person in question has ceased to be involved in NB Plc. If the processing of Personal Data referred to in Article 13 is necessary for the resolution of a dispute or relates to property rights and obligations of NB Plc, they will not be removed. In the event that the processing of the Personal Data is necessary for the resolution of a dispute, the Company Secretary shall remove the Data as soon as it ceases to be relevant to the dispute. If the Personal Data relates to property rights and obligations of NB Plc, the Company Secretary shall remove it seven years after the date of its recording.

**Article 17 Inspection**

Any Employee with regard to whom the Register contains Personal Data, shall have the right to inspect this data. He or she may apply to the Company Secretary to that effect. If Personal Data is processed with regard to that Employee, the Company Secretary shall within four weeks provide him or her with a full written summary thereof.

#### **Article 18 Adjustment of data**

Any Employee with regard to whom the Register contains Personal Data, shall have the right to request the Company Secretary to correct, add to, remove or block Personal Data in the Register relating to him or her, if this data is factually incorrect or, given the purpose of inclusion in the Register, is irrelevant. The Company Secretary shall inform the party in question of his or her decision within four weeks of receiving the request. A decision to decline the request shall set out the reasons for the decision. In the event the request is granted, the Company Secretary shall as soon as possible arrange for the relevant correction, addition, removal or blocking of the Personal Data. The Company Secretary shall as soon as possible notify the Board of a correction, addition, removal or blocking of Personal Data.

The Company Secretary shall immediately adjust the data included in the Register if:

- a. the reason for listing a person in the Register changes;
- b. a person should be added to the Register; and
- c. a person included in the Register no longer has access to Inside Information.

#### **Article 19 Security**

The Register shall be subject to adequate security. Only the Company Secretary, the Chairman of the Board and the Managing Director/Chief Executive, shall have the right to inspect the Register if their duties and the purposes specified in Article 1 of the Regulations require this.

#### **VII.3 Forms**

##### **Article 20 Forms**

All notifications referred to in the Regulations shall be made by using the forms to be made available by the Company Secretary. The questions set out in the forms shall be answered in a complete and truthful manner.

#### **VII.4 Designations and notifications**

##### **Article 21 Designated Employees**

The Executive Committee shall designate Employees who have access to Inside Information through the exercise of their employment, profession or duties as Designated Employees, and inform them in writing through the Company Secretary of that designation.

##### **Article 22 Closed Periods**

The Company Secretary shall, in a timely manner before the beginning of each financial year, announce which periods in that financial year shall be deemed Closed Periods. Changes or additions shall be announced in the same manner in the course of the financial year.

##### **Article 23 Notification of prohibitions**

The Company Secretary shall notify the prohibitions of Part X (Rules to Prevent Market Abuse) of the ISA to the members of the Board, the members of the Executive Committee (not being members of the Board of Directors), Designated Employees as well as all other persons engaged by NB Plc who may possess Inside Information on a regular or incidental basis. A summary of the sanctions for violation of the prohibitions of Part X of the ISA can be requested free of charge from the Company Secretary.

**VII.5 Final provisions**

**Article 24 Sanctions**

In the event of a violation of any provision of the Regulations, NB Plc reserves the right to impose any sanctions which it is entitled to impose pursuant to the law and/or the (employment) agreement with the person in question. Such sanctions shall include termination of the (employment) agreement with the person involved, by way of summary dismissal or otherwise.

**Article 25 Circumstances not covered by the Regulations**

The Board shall have the right to take decisions in any circumstances not covered by the Regulations, provided that it does so in accordance with any applicable statutory provisions.

**Article 26 Entry into force**

1. The Regulations shall have come into force as of the date they were approved by the Board, being the 16<sup>th</sup> of July, 2008.
2. The Regulations shall replace the NB Plc Share Dealing Code contained in the Guide for Directors.

**Article 27 Amendments**

Provisions of the Regulations may be amended and supplemented by a resolution of the Board. Amendments and additions shall enter into force from the moment that they are announced, unless the announcement specifies a later date.

**Article 28 Governing law**

The Regulations shall be governed by Nigerian laws.

## **APPENDIX**

### **Definitions**

In the Regulations, the following capitalised terms shall have the following meanings:

Associated Entities:	A legal entity controlling, controlled by, or under the common ultimate control with, NB Plc. 'Control' shall mean that the controlling entity has the power, directly or indirectly by means of voting power, management, contract or otherwise, to govern the operating and financial policies of the controlled entity.
CAMA:	The Companies and Allied Matters Act, 2004.
Closed Period:	a. a period of eight (8) weeks prior to the Board's meeting where the financial results of NB Plc for the full year (12 months) are to be considered and approved; the period continues after the said meeting until 24 hours the results have been announced by The NSE. b. a period of thirty (30) days prior to the Board's meeting where the financial results of NB Plc for a quarter (3 months, half-year or 9 months) are to be considered and approved; the period continues until 24 hours after the said meeting until the results have been announced by The NSE. c. any other period so designated by the Board of Directors.
Designated Employees:	Employees – not being members of the Board of Directors or Executive Committee-who have access to Inside Information through the exercise of their employment, profession or duties and have been designated as such by the Executive Committee.
Employees:	Any person employed by, or in any other relationship of authority to, NB Plc or a subsidiary or group company of NB Plc, irrespective of the length of the employment, as well as members of the Board of Directors, and in any case including Designated Employees and Other Employees.
Execution of Transactions:	The sale or purchase of Securities or the execution of any other legal act aimed at acquiring or disposing of Securities, either directly or indirectly and for one's own account or the account of others.
LTIPR:	The Long Term Incentive Plan Rules for Executive Directors and Senior Managers of NB Plc.

Securities:	<ul style="list-style-type: none"> <li>a. shares;</li> <li>b. stocks;</li> <li>c. debentures; or</li> <li>d. Other Securities within the meaning set out in the ISA: <ul style="list-style-type: none"> <li>(i) which have been admitted to trading on the trading floor of the NSE or for which a request for admission to trading on such a market has been made, or</li> <li>(ii) which have been admitted to trading on a regulated market in another stock exchange of similar market, or for which a request for admission to trading on such a market has been made.</li> </ul> </li> </ul>
ISA:	Investment and Securities Act 2007 (as may be amended from time to time).
Listing Requirements:	Terms and conditions to be fulfilled by every publicly quoted company (including NB Plc) having its Securities listed on the trading floor of the NSE.
NB Plc's Securities:	Securities issued by or relating to NB Plc.
NB Plc:	Nigerian Breweries Plc, with its registered office at 1, Abebe Village Road, Iganmu, Lagos, Nigeria.
The NSE:	The Nigerian Stock Exchange, which regulates the listing and dealings of Securities on the trading floor of The NSE.
Inside Information: with regard to Securities:	Inside Information is knowledge of information of a precise nature which has not been made public, relating, directly or indirectly, to an issuer to which the Securities relate or to the trading in those Securities and which, if it were made public, would have a significant influence on the price of the Securities or on related derivative Securities.
(members of the) Executive Committee:	The (members of the) Executive Committee of Nigerian Breweries Plc, whether a member of the Board of Directors or not.
Other Employees:	Employees, not being members of the Executive Committee or Designated Employees.
Other Securities:	Securities (except for Nigerian Breweries Plc's Securities), to the extent that they have been designated by the Executive Committee or the Board of Directors in accordance with the Regulations.
Personal Data:	Personal Data relating to an identifiable natural person as defined in the Nigerian Data Protection Regulations, 2019.

Register:	The register referred to in Chapter VII.2 of these Regulations.
Regulations:	The Nigerian Breweries Plc's Regulations for Dealing in Shares and other Securities.
Shares:	<ul style="list-style-type: none"> <li>a. transferable shares as defined in Section 567 of CAMA;</li> <li>b. depositary receipts for shares, or other transferable securities comparable with depositary receipts for shares;</li> <li>c. other transferable securities by which the shares or securities referred to in a. or b. can be acquired;</li> <li>d. options to acquire the shares or securities referred to in a. and b.</li> </ul>
Transaction Date:	The date on which a Transaction is Executed.
Votes:	Votes which may be cast on Shares, including votes pursuant to an agreement to acquire voting right or power.