



Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the 80th Annual General Meeting (“AGM”) of Nigerian Breweries Plc (the “Company”) will be held in the **Grand Ballroom, Oriental Hotel, Victoria Island, Lagos, on Thursday, 23rd April 2026 at 10:00 a.m.** for the following purposes:

A. ORDINARY BUSINESS

1. To lay before the Meeting, the Financial Statements for the year ended 31st December 2025 and the Reports of the Directors, the Independent Auditor, and the Audit Committee thereon.
2. To elect/re-elect Directors:
 - (a) To approve the appointment of the following persons as Directors following their appointments after the last AGM:
 - (i) Mr. Thibaut F. B. Boidin;
 - (ii) Mr. Guillaume B. M. Duverdier; and
 - (iii) Mrs. Maria A. Karaseva.
 - (b) To re-elect the following Directors retiring by rotation:
 - (i) Mrs. Adeyinka O. Aroyewun; and
 - (ii) Mr. Roland Pirmez.
3. To authorise the Directors to fix the remuneration of the Independent Auditor.
4. To elect members of the Audit Committee.
5. To disclose the remuneration of the Managers of the Company.

B. SPECIAL BUSINESS

To consider and if thought fit, pass the following as ordinary resolutions of the Company:

6. “That the remuneration of the Non-Executive Directors for the year ending 31st December 2026 be and is hereby fixed at ~~₦~~233.7 million.”
7. “That the general mandate given to the Company to enter into recurrent transactions with related parties for the Company’s day-to-day operations, including amongst others the procurement of goods and services on normal commercial terms, be and is hereby renewed.”

Dated the 11th day of February 2026.

By Order of the Board.

Uaboi G. Agbebaku, Esq.
Company Secretary
FRC/2013/PRO/NBA/002/00000001003

*Iganmu House
Abebe Village Road
Iganmu, Lagos*

NOTES:

(a) ELECTION/RE-ELECTION OF DIRECTORS

The profiles of the Directors, including those being proposed for election/re-election under item 2 on the agenda, are contained in the Annual Report & Accounts.

(b) AUDIT COMMITTEE MEMBERS

In accordance with Section 404(6) of CAMA 2020, a Shareholder may nominate another Shareholder for election as a member of the Statutory Audit Committee by giving notice in writing of such nomination to the Company Secretary. To be valid, such nominations must be received by the Company Secretary at least 21 (twenty-one) days before the AGM.

(c) GENERAL MANDATE

In line with the Nigerian Exchange Limited ("NGX") Rules on Transactions with Related Parties, the Company is seeking a renewal of the general mandate from Shareholders, which is item 7 on the agenda. Members had given the general mandate to the Company at prior AGMs to enable it to enter into related party transactions required for the Company's day-to-day operations.

(d) PROXY

A member of the Company entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of them. A proxy need not be a member of the Company. For the appointment to be valid, a duly completed Proxy Form must be received by the Registrar, First Registrars and Investor Services Limited, or sent via email to info@firstregistrarsnigeria.com, no later than **Tuesday, 21st April 2026 at 10:00 am**. The Company has made arrangements to bear the cost of stamp duties on all valid proxy forms.

(e) CLOSURE OF REGISTER

The Register of Members and Transfer Books of the Company will be closed from **Monday, 23rd March 2026, to Friday, 27th March 2026** (both dates inclusive) for the purpose of preparing an up-to-date Register of Members.

(f) SHAREHOLDER'S RIGHT TO ASK QUESTIONS

A Shareholder has the right to ask questions prior to the AGM. Such questions must be submitted to the Company Secretary on or before **Thursday, 16th April 2026** via the email address: mynbshares@heineken.com.

(g) ELECTRONIC VERSION OF THE ANNUAL REPORT AND ACCOUNTS

An electronic version (e-copy) of the 2025 Annual Report and Accounts is available online for viewing and download via the Company's website, www.nbplc.com/investor-relations, and that of the Registrar, www.firstregistrarsnigeria.com. A link to the e-copy of the document will also be sent to the registered email addresses/phone numbers of shareholders who have updated their records accordingly. Additionally, a shareholder can request a copy via the email address: mynbshares@heineken.com.

(h) UNCLAIMED DIVIDENDS

Some dividends have remained unclaimed over the last twelve years. Shareholders are advised to access the list of unclaimed dividends through the following link: www.nbplc.com/investor-relations. Affected Shareholders are advised to contact the Registrar, First Registrars and Investor Services Limited, No 2, Abebe Village Road, Iganmu, Lagos State, or via the e-mail address, info@firstregistrarsnigeria.com or ebusiness@firstregistrarsnigeria.com to resolve any issue they may have with claiming the dividends.

(i) NO VOTING BY RELATED PARTIES

In line with the NGX Rules on Related Party Transactions, HEINEKEN N.V, the related party and ultimate majority shareholder of the Company, has undertaken to ensure that its proxies, representatives, or associates shall abstain from voting at the AGM on the proposed resolution for item 7 on the agenda.

(j) WEBSITE

A copy of this Notice, the Proxy Form, and other information relating to the AGM are available on the Company's website, www.nbplc.com/investor-relations.