

Company No 3528416

SABMiller plc

At the Annual General Meeting of the above-named Company, duly convened and held on 23 July 2015 at the InterContinental London Park Lane, One Hamilton Place, Park Lane, London W1J 7QY, the following resolutions were duly passed as, in the case of resolution 1, an **ordinary resolution**, and in the case of resolutions 2-4 (inclusive), **special resolutions** of the Company:

ORDINARY RESOLUTION

1. 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 23 October 2016 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\$8,083,500 (which shall be the Section 551 Amount for the purposes of Article 11(a)(ii) for that Section 551 Period).

SPECIAL RESOLUTIONS

2. 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 23 October 2016 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\$8,083,500 (which shall be the Section 561 Amount for the purposes of Article 11(a)(iv) for that Section 561 Period).
3. 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 161,674,000 representing approximately 10 per cent. of the issued ordinary share capital of the Company as at 1 June 2015 (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 23 October 2016 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.
4. That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.