

SERIAL NUMBER

TENDER OFFER ACCEPTANCE FORM

SINCE 1922

CELEBRATING LIFE

			DATE
1	[Printed Shareholders Name as per the Register of Members] [Printed Shareholder's Address Line 1 as per the Register of Members]	BOX 1A: Ordinary Shares registered in your name as at [•]/[•]/2022	BOX 1B: Number of Ordinary Shares you wish to sell: (Please note that the number of Ordinary Shares indicated in this Box 1B should match the number of Ordinary Shares indicated in the share transfer form)
		BOX 1C: Offer Price per ordinary share:	BOX 1D: Amount payable if you accept the Offer
		Ugandan Shillings 5,630 per share	
		If the Address Details above are not accurate, please indicate the correct details:	
	Physical address		
	P. O. Box	Postal Code	
	City/town & Country		
2	Are your shares frozen or pledged? If yes, tick this <input type="checkbox"/> Provide the pledgee's details below		
	Lender's Name: _____		
	No. of Shares pledged/frozen: _____		
	Number of Shares: _____		
Do you have your original share certificate in relation to the shares you hold in Uganda Breweries Limited (UBL) as indicated in Box 1B?			
	Yes <input type="checkbox"/>		
	No <input type="checkbox"/>		
3	ACCEPTANCE OF OFFER By signing this Tender Offer Acceptance Form and the share transfer form, I/We hereby accept the Offer and agree to sell my/our shares in UBL as indicated in Box 1B to East African Breweries PLC (EABL) at the Tender Offer Price and on the terms set out in the Tender Offer Document.		
	AUTHORITY TO TRANSFER SHARES By signing this Tender Offer Acceptance Form and the share transfer form, I/ We hereby irrevocably instruct an authorised representative of UBL to deliver such form(s) of transfer and/ or other document(s) at the discretion of the authorised representative, together with the share certificate(s) and/ or other documents relating to my/ our shares in UBL as indicated in Box 1B, for registration and cancellation (in the case of the share certificate(s)), and to do all other acts and things as may in the opinion of such authorised representative be necessary or expedient for the purpose of, or in connection with, the acceptance of the Offer and to vest in EABL or its nominee(s) or such other person or persons as EABL may direct my/ our shares in UBL as indicated in Box 1B		
INDEMNITY If I/We have indicated in paragraph 2 above that I/We do not have my/our original share certificate(s), by signing this Tender Offer Acceptance Form and the share transfer form, I/ We hereby irrevocably agree to indemnify UBL and EABL from and against all claims, actions, proceedings and demands which may be brought against UBL or EABL and all losses, liabilities, charges, costs, damages and expenses which UBL or EABL may incur as a result of allowing the stamping and registration of the transfer of my/our shares in UBL as set out in Box 1B to EABL without the production of the original share certificate(s). I /We confirm that (i) neither the shares set out in Box 1B nor the share certificate(s) relating to those shares have been transferred, charged, lent, deposited or dealt with in any way that may affect my/our title to the shares and (ii) I/ We will return the original share certificate(s) to UBL for cancellation if it/ they are found.			
PAYMENT Please select your preferred option for receiving payment.			
	<input type="checkbox"/>	Cheque to be mailed to my address in Box 1 above (only for amounts below Ugandan Shillings 1,000,000)	



4	<input type="checkbox"/> Electronic Funds Transfer to my bank account details below. (Note all amounts exceeding Ugandan Shillings 1,000,000 will be paid by Real Time Gross Settlement and you must indicate your bank account below)		
	NAME OF BANK:		BRANCH NAME:
	ACCOUNT NAME:		BANK CODE:
	ACCOUNT NUMBER:		BRANCH CODE:
	YOUR TEL. NUMBER:		YOUR E-MAIL ADDRESS:
5	SIGNATURE(S) OF SHAREHOLDER/AUTHORISED ATTORNEY (Note: Your completed and signed Acceptance Form must be accompanied by proof of identity as set out in the instructions overleaf)		5C: COMPANY SEAL
	5A: SIGNATURE 1	5B: SIGNATURE 2	
	DATE:	DATE:	

6	ACKNOWLEDGEMENT SLIP – ACCEPTANCE FORM SUBMITTED FOR EABL TENDER OFFER FOR UBL			
	SHAREHOLDER NAME	FOA SERIAL NUMBER	TOTAL NO. OF SHARES	IMAGE REGISTRAR LIMITED'S STAMP

INSTRUCTIONS FOR COMPLETING THE TENDER OFFER ACCEPTANCE FORM

Before completing this Tender Offer Acceptance Form, please carefully read the paragraph 3 headed “IMPACT OF THE TENDER OFFER ON UBL” of the Tender Offer Document.

Please use CAPITAL LETTERS and return the completed and executed Tender Offer Acceptance Form and share transfer form together with your proof of identity (and the relevant share certificate(s) and/or other document(s) of title if you still hold a share certificate) to Image Registrars Limited (the Data Processing Agent) and, in any event, so as to be received no later than 5.00 p.m. (EAT) on 3rd March 2025:

Photocopies of the Tender Offer Acceptance Form and share transfer form will not be accepted. The Tender Offer Acceptance Form should not contain any material alterations.

HOW TO COMPLETE THE TENDER OFFER ACCEPTANCE FORM

Part 1	<p>FULL NAME(S) AND ADDRESSE(S)</p> <p>Box 1 of the Tender Offer Acceptance Form contains your name and address. Please confirm if the information in Box 1 is complete and accurate. If the Information is not accurate, please provide the correct information in the spaces provided and provide confirmation of the new address, or a copy of Post Office receipt or Bank Statement or Utility Bill bearing the shareholder's names and the new address.</p> <p>Box 1A contains the number of shares you hold in UBL.</p> <p>Confirm that the information in Box 1A as to your shareholding is accurate. If the information is not accurate, please contact the Data Processing Agent immediately.</p> <p>Please note that the details provided in part 1 of the Tender Offer Acceptance Form will be used for purposes of this Offer ONLY.</p> <p>Please confirm that the details of your total shareholding and share certificate(s) numbers in Box 1A are accurate. Also enclose with the Tender Offer Acceptance Form, the original share certificates.</p>
Part 2	<p>FROZEN/PLEDGED SHARES</p> <p>If the shares that you hold in UBL are frozen or pledged to a financier and you wish to take up the offer, you are required to unfreeze the shares. Any payments due to frozen/pledged accounts will be withheld and remitted to the financial institution that holds a charge on the shares.</p>
Part 3	<p>ACCEPTANCE OF OFFER</p> <p>By executing the Tender Offer Acceptance Form and the share transfer form, you will be agreeing to the terms of the Offer as set out in the Tender Offer Document and this Tender Offer Acceptance Form.</p>

HOW TO COMPLETE THE TENDER OFFER ACCEPTANCE FORM

	<p>By executing the Tender Offer Acceptance Form and the form(s) of transfer, you will irrevocably instruct an authorised representative of UBL to deliver such form(s) of transfer and/or other document(s), together with the share certificate(s) and/or other document(s) relating to my shares in UBL as indicated in Box 1B, for registration and cancellation (in the case of the share certificate(s)) and to do all other acts and things as may in the opinion of such authorised representative be necessary or expedient for the purpose of, or in connection with, the acceptance of the tender offer and to vest in EABL or its nominee(s) or such other person(s) as EABL may direct my shares in UBL as indicated in Box 1B.</p> <p>If your share certificate(s) are not readily available or is/are lost, by signing this Tender Offer Acceptance Form, you agree to indemnify UBL and EABL from and against all claims, actions, proceedings and demands which may be brought against UBL or EABL and all losses, liabilities, charges, costs, damages and expenses which UBL or EABL may incur as a result of allowing the stamping and registration of the transfer of the number of shares set out in Box 1B to EABL without the production of the original share certificate(s).</p>
<p>Part 4</p>	<p>MODE OF PAYMENT</p> <p>Please select the appropriate mode of payment through which you would like to receive the Tender Offer consideration. The payment can be made via cheque or wire transfer to banks. Please include details of bank account- ensure that these details correspond with the shareholder details. If you opt for a direct transfer to your bank account but provide incorrect details, the paying bank will mail a cheque to the address set out in Box 1.</p> <p>If you wish payment by electronic funds transfer and your bank details are not indicated on this Tender Offer Acceptance Form, you will need to attach a cancelled cheque leaf/certified copy of cheque leaf or certified copy of an ATM card or a bank statement dated within 3 months of acceptance date showing bank account and names details as confirmation of bank details provided for the electronic funds transfer.</p>
<p>Part 5</p>	<p>SIGNATURE(S)</p> <p>You must sign part 5 (as applicable) regardless of which other Box(es) you complete and, in the case of joint holders, arrange for all other joint holders to do likewise. You will also be required to attach a photocopy of an appropriate “proof of identity” document such as a National ID card or Passport for each natural person signing the document and a certified copy of a certificate of incorporation / registration for corporate entities.</p> <p>If this Tender Offer Acceptance Form or the share transfer form is signed under a power of attorney, the executed power of attorney (or a certified copy) must be lodged together with this Tender Offer Acceptance Form and share transfer form. Please refer to Note 7 below.</p> <p>If you are an individual, you must sign Box 5A. In case of a joint holding, arrange for all other joint holders to sign Box 5B. Please also attach a certified copies of your National Identity Cards or passport to the document, which have been certified by a Notary or an Advocate.</p> <p>If you are a company or a corporation or a society or any other organisation, you must execute Box 5C. A company or other body corporate may either execute under seal, the seal being affixed and witnessed in accordance with its articles of association or under the Companies Act, 2012, or other regulations or through an authorised signatory and a copy of the authorising document must be provided. A body corporate incorporated outside Uganda should execute this Tender Offer Acceptance Form and the share transfer form in accordance with the laws of the territory in which the body corporate is incorporated. Please also submit certified copies of the company’s/ group’s/ societies’ certificate of incorporation / registration and copies of National Identify Cards or passports of the persons signing the Tender Offer Acceptance Form and the share transfer form to the Data Processing Agent, which have been certified by a Notary or Advocate.</p> <p>Please remember to enclose your original share certificate(s) and/or other document(s) of title (if available) when returning this Tender Offer Acceptance Form.</p>
<p>Part 6</p>	<p>Upon delivering your Tender Offer Acceptance Form and share transfer form to the Data Processing Agent, you will be given part 6 as your acknowledgement of receipt as evidence of a Tender Offer Acceptance Form and share transfer form released to the Data Processing Agent. Please keep the receipt secure as you must produce it when making an enquiry regarding the Tender Offer Acceptance Form or share transfer form.</p>

DETAILED NOTES ON COMPLETING THE TENDER OFFER ACCEPTANCE FORM AND ACCEPTING THE OFFER

1. Declining the Offer

YOU DO NOT NEED TO TAKE ANY ACTION IF YOU DO NOT WISH TO ACCEPT THE OFFER.

2. **Completing the Tender Offer Acceptance Form and share transfer form**
If you are in any doubt as to how to complete this Tender Offer Acceptance Form or the share transfer form, please contact UBL or the Data Processing Agent.
3. **Change of address details:**
If you wish to change the address details appearing in Part 1 above, please attach confirmation of the new address, or a copy of Post Office receipt or Bank Statement or Utility Bill bearing the shareholder's names and the new address.
4. **If a registered UBL shareholder is away from home (e.g. abroad or on holiday)**
Send the Tender Offer Acceptance Form, share transfer form and the Tender Offer Document by the quickest means (e.g., via email) to the UBL shareholder for execution Tender Offer Acceptance Form and arrange for the duly executed Tender Offer Acceptance Form and share transfer form to be returned to the Data Processing Agent.
5. **If the sole registered UBL shareholder is deceased**
If probate or letters of administration has/have been registered with the Data Processing Agent, the executor (s) or administrator (s) or personal representative(s) of the deceased must sign the Tender Offer Acceptance Form and share transfer form and return it to the Data Processing Agent.
If probate or letters of administration has/have not been registered with the Data Processing Agent, the executor (s) or administrator (s) or personal representative(s) (or prospective personal representative(s)) should sign the Tender Offer Acceptance Form and the share transfer form and forward it to the Data Processing Agent together with a certified true copy of the death certificate (or a notarised/certified copy), the relevant certified true copies of probate or letters of administration and evidence of the authority to sign of the executor (s) or administrator (s) or personal representative(s).
6. **If one of the registered UBL shareholder in a joint account is deceased**
The surviving registered UBL shareholder(s) should complete this Tender Offer Acceptance Form and the share transfer form and return them to the Data Processing Agent accompanied by a certified true copy of the death certificate (or a notarised copy), and the relevant certified true copy of the probate or letters of administration (or a notarised copy) of the deceased UBL shareholder.

7. **If the Tender Offer Acceptance Form and share transfer form is signed under a power of attorney**

The completed Tender Offer Acceptance Form and share transfer form should be returned to the Data Processing Agent accompanied by a certified true copy of the power of attorney (or a notarised copy). Please note that in order for the power of attorney to be valid, it must (i) be registered with the Uganda companies registry; (ii) state the name of the donor and donee; (iii) state the specific obligations of the Donee; and (iv) state the period for which it will be in force.

8. **UBL Shares share certificates**

If the share certificate(s), and/or other document(s) of title is/are readily obtainable, deliver this completed Tender Offer Acceptance Form to the Data Processing Agent no later than 5.00 p.m. on 3rd March 2025, accompanied by the original share certificate(s), or other document(s) of title.

If the share certificate(s), and/or other document(s) of title is/are not readily obtainable, send the completed Tender Offer Acceptance Form and share transfer form to the Data Processing Agent with a note stating, for example, "share certificate(s) to follow" and arrange for the original share certificate(s), and/or other document(s) of title to be forwarded to the Data Processing Agent as soon as possible thereafter.

9. **If your share certificate(s), and/or other document(s) of title have been lost**

If your share certificate(s) are not readily available or is/are lost, by signing this Tender Offer Acceptance Form and the share transfer form, you agree to indemnify UBL and EABL from and against all claims, actions, proceedings and demands which may be brought against UBL or EABL and all losses, liabilities, charges, costs, damages and expenses which UBL or EABL may incur as a result of allowing the stamping and registration of the transfer of the number of shares set out in Box 1B to EABL without the production of the original share certificate(s).

10. **If your full name or other particulars differ from those appearing on your share certificate(s) and/or other document(s) of title**

(a) For example,

name on the certificate: *Jumna Mapesi*

correct name: *Juma Mapesa*

Complete this Tender Offer Acceptance Form and share transfer form with the correct name and return to the Data Processing Agent, accompanied by a statutory declaration sworn before a

commissioner of oaths confirming that the person described on the certificate(s) and the person who signed this Tender Offer Acceptance Form is one and the same.

- (b) Incorrect address on the certificate(s): please contact the Data Processing Agent immediately.
- (c) Change of name: If you have changed your name, lodge with the Data Processing Agent a certified true copy of your marriage certificate or the deed poll with this Tender Offer Acceptance Form.

11. If you are not resident in or if you are subject to the laws of a jurisdiction other than Uganda UBL shareholders not resident in Uganda or subject to the laws of a jurisdiction other than Uganda (and custodians, nominees or trustees thereof) must read and apply paragraph 5.6 of the Tender Offer Document.

12. Validity of acceptance of the Offer

Without prejudice to the provisions of the Tender Offer Document, subject to the provisions of the Regulations, EABL reserves the right to treat as valid in whole or in part any acceptance of the Offer that is not entirely in order or which is not accompanied by the relevant original share certificate(s) and/or other document(s) of title.

13. Your personal information.

- (a) All personal information that you include in this Tender Offer Acceptance Form and share transfer form is collected and processed in accordance with the Data Processing Agent's and EABL's Privacy Notice. It is important that you read this Privacy Notice which contains more detailed information about our data processing.
- (b) In submitting the completed Tender Offer Acceptance Form and share transfer form you agree and understand that your personal information will be shared by the Data Processing Agent with EABL and UBL and all such parties that require access to your information for the purposes of meeting their obligations under this Tender Offer Acceptance Form, share transfer form or the Tender Offer Document.
- (c) Where you submit the Tender Offer Acceptance Form and share transfer form on behalf of a third party, you confirm that you have all necessary consents and authorisations from the relevant shareholder.
- (d) All collection and processing of personal information will be carried out in accordance with the Data Protection and Privacy Act 2019 of Uganda, the Data Protection Act 2019 of Kenya and the enabling regulations thereto.

PLEASE NOTE THAT FORMS OF ACCEPTANCE SUBMITTED WITHOUT A CERTIFIED COPY OF ID/PASSPORT FOR INDIVIDUALS OR CERTIFIED COPY OF CERTIFICATE OF INCORPORATION/REGISTRATION FOR COMPANIES/GROUPS/SOCIETIES MAY BE REJECTED. ONLY COPIES CERTIFIED BY A NOTARY/ADVOCATE WILL BE ACCEPTED.

DATA PROCESSING AGENT:

IMAGE REGISTRARS LIMITED
Jubilee Insurance Center
Plot 14, Parliament Avenue, 1st Floor
Kampala, Uganda
Email: ublshares@image.co.ke
Website: www.image.co.ke and click on the Shareholder Services tab.
Telephone: +256 762 260 804