

**MINUTES OF THE 10th ANNUAL MEETING OF SHAREHOLDERS OF
BRALIRWA PLC HELD ON THE 17th OF SEPTEMBER 2020.**

The year two thousand and twenty, the seventeenth day of September, takes place online (virtually) an Annual General Meeting of shareholders of BRALIRWA Plc of which the authorised share capital is Five billion one hundred forty two million eight hundred fifty thousand (5,142,850,000 Frw) Rwandan francs, registered in the register of companies under code N° 100004348.

The structure of the shareholders is the following:

1. HEINEKEN INTERNATIONAL B.V., owner of 411,480,000 ordinary shares;
2. B.V. BELEGGINGSMAATSCHAPPIJ "LIMBA", owner of 359,950,000 ordinary shares;
3. Others shareholders, owner of 257,140,000 ordinary shares.

The meeting is opened at 2:32 Pm by **Mr. Pascal Sabrie**, Chairman of the Board of Directors.

Is appointed the Secretary **Mr. Godfrey Kamukunde**, The Company Secretary.

The Chairman states that:

1. This meeting is duly convened by a letter indicating the agenda and a notice was given in the Bralirwa Plc annual report and accounts 2019 on page 30 sent to the shareholders on March 25, 2020.

2. The Agenda is set as follows:

- i. Consideration of the annual report;
- ii. Receiving the auditor's report;
- iii. Consideration and approval of the financial statements;
- iv. Appropriation of profit and total comprehensive income for the year;
- v. Discharge of the Directors and Auditors for the financial year 2019;
- vi. Appointment of Directors;
- vii. Appointment of Auditors.

3. The meeting being quorate.

4. To be valid, resolutions had to be voted by the legally required majority, each single share being attributed one vote.

The above statement being recognised as correct, the Chairman declared the meeting duly constituted and that the annual meeting be held and is competent to take resolutions on all the items on the agenda.

5. The Chairman proposed to the annual meeting that the resolutions be passed by ordinary resolutions in accordance with articles 100, 191 of law n°17/2018 of 13th April 2018 governing companies and clause 21.2 of Bralirwa's articles of association as amended to date.

After consideration, the shareholders adopted the following resolutions:

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RESOLUTION ONE: CONSIDERATION OF THE ANNUAL REPORT

The annual general meeting of shareholders considered and approved by ordinary resolution the annual report presented by the Chairman of the Board of Directors and thanked the Directors for the performance made during the accounting period ended 31st December, 2019.

RESOLUTION TWO: RECEIVING THE AUDITOR'S REPORT.

The annual general meeting of shareholders received and approved by ordinary resolution the auditor's report and noted the opinion of the auditors on the Bralirwa Plc 2019 audited financial statements.

RESOLUTION THREE: CONSIDERATION AND APPROVAL OF THE FINANCIAL STATEMENTS.

The annual general meeting of shareholders considered and approved by ordinary resolution Bralirwa Plc 2019 audited financial statements.

RESOLUTION FOUR: APPROPRIATION OF PROFIT AND TOTAL COMPREHENSIVE INCOME FOR THE YEAR.

The annual general meeting of shareholders approved the profit and the total comprehensive income for the year 2019 of Rwf 1,191,821,000 and received the recommendation of the Board of Directors to declare the total dividend of Rwf 1.00 per share.

The annual general meeting of shareholders approves and declares a dividend of Rwf 1.00 per share.

The annual general meeting of shareholders decides that the book close date is 10th September 2020 and the final dividend will be paid on 16th October 2020.

The annual general meeting of shareholders decides to also allocate the balance of the non distributed net profit amounting to Rwf 0.14 per share to retained earnings.

**RESOLUTION FIVE: DISCHARGE OF THE DIRECTORS AND
AUDITORS FOR FINANCIAL YEAR 2019**

The annual general meeting of shareholders discharged by ordinary resolution the members of the Board and the Auditors for the year 2019.

RESOLUTION SIX: APPOINTMENT OF DIRECTORS

The annual general meeting of shareholders appointed by ordinary resolution the following persons as Directors of Bralirwa Plc for a period of one year.

1. Mr. Pascal Sabrie
2. Mr. Merid Demissie
3. Mrs. Chantal Mubarure
4. Mr. John Bosco Sebabi
5. Mrs. Chidum Ayeni

It requested the Directors to elect the Chairman and the Vice-Chairman among themselves. To this end, it also mandated Mr. Pascal Sabrie to convene and chair the first meeting of the new Board of Directors.

RESOLUTION SEVEN: APPOINTMENT OF AUDITORS

The annual general meeting of shareholders appointed by ordinary resolution Ernst and Young Rwanda Limited as the Auditors for a period of one year.

It mandated the Board of Directors to determine the fees and other expenses of the auditors.



PART OF THE **HEINEKEN** COMPANY

There being no any other business to transact and having read the present Minutes,
the Chairman closed the meeting at 3:10 P.m.

.....
Mr. Godfrey Kamukunde,
Company Secretary.

.....
Mr. Pascal Sabrie,
Chairman of the Board.