
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

You are advised to read and understand the contents of this Rights Circular. If you are in doubt about the actions to be taken, you should consult your Stockbroker, Accountant, Banker, Solicitor or any other professional adviser for guidance immediately.

This Rights Circular and the securities which it offers have been cleared and registered by the Securities and Exchange Commission. It is a civil wrong and a criminal offence under the Investments and Securities Act, No.29, 2007 ("ISA") (sections 85 and 86) to issue a Rights Circular which contains false or misleading information. The clearance and registration of this Rights Circular and the securities which it offers do not relieve the parties from any liability arising under the ISA for false and misleading statements contained herein or for any omission of a material fact.

This Rights Circular and the securities it offers, are directed to Shareholders of the Company. Shareholders may confirm the clearance of the Rights Circular and registration of the securities with the Securities and Exchange Commission by contacting the Commission on 02 09 4621 168 or +234 209 4621 168.

Investors can also visit the Issuer's website on <https://nbplc.com/>.

Investing in this offer involves risks. For information concerning certain risk factors which should be considered by prospective investors, see "Risk Factors" on pages 28 to 31 of this Rights Circular.

**NIGERIAN BREWERIES PLC**
RC: 613**RIGHTS ISSUE OF****22,607,491,232 ORDINARY SHARES OF 50 Kobo EACH AT ₦26.50
PER SHARE****ON THE BASIS OF****ELEVEN (11) NEW ORDINARY SHARES FOR EVERY FIVE (5) ORDINARY
SHARES HELD AS AT THE CLOSE OF BUSINESS ON 12 JULY, 2024****PAYABLE IN FULL ON ACCEPTANCE****ACCEPTANCE LIST OPEN: 02 SEPTEMBER, 2024****ACCEPTANCE LIST CLOSE: 11 OCTOBER, 2024**

**THE RIGHTS BEING OFFERED IN THIS RIGHTS CIRCULAR ARE TRADEABLE ON THE FLOOR OF THE
NIGERIAN EXCHANGE LIMITED ("NGX") FOR THE DURATION OF THE RIGHTS ISSUE ACCEPTANCE
PERIOD**

LEAD ISSUING HOUSE**VETIVA**
ADVISORY SERVICES LIMITED
RC 1804609**JOINT ISSUING HOUSE****Stanbic IBTC**
Capital
RC: 1031358**THIS RIGHTS CIRCULAR IS DATED 28 AUGUST, 2024**

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IMPORTANT NOTICE

This Rights Circular prepared by Vetiva Advisory Services Limited and Stanbic IBTC Capital Limited (the "Issuing Houses") is issued in connection with the Rights Issue of 22,607,491,232 Ordinary Shares of 50 Kobo each at ₦26.50 per share in Nigerian Breweries Plc ("Nigerian Breweries", "NB" or the "Company") for the purpose of giving information to Shareholders in respect of the Issue described therein.

The Rights Circular and the Shares being offered have been cleared and registered with the SEC. Application has been made to the Council of the Nigerian Exchange Limited for admission of the Shares now being offered to the Daily Official List. It is expected that dealing in the Shares will commence immediately after the admission to the Daily Official List.

The Directors of the Company individually and collectively accept full responsibility for the information contained in this Rights Circular. To the best of the knowledge and belief of the Directors (having made all reasonable enquiries to ensure that such is the case), the information contained in this Rights Circular is in accordance with the facts and contains no omission likely to affect its import. Existing Shareholders should read this Rights Circular in its entirety and determine by himself/herself the relevance of the information contained herein, and Existing Shareholders' acceptance of his/her rights should be based upon such investigation as is deemed necessary. In making an investment decision, Shareholders must rely upon their own examination of the Company and the terms of this Rights Circular, including the risks involved.

The Issuing Houses are duly registered with the SEC and are acting exclusively for the Company and no-one else in connection with the Rights Issue.

This Rights Circular relates to the Company's Rights Issue and has been prepared in accordance with the Investments and Securities Act (No. 29 2007) and the Rules and Regulations of the Securities and Exchange Commission (2013 as amended).

The Issuing Houses and any of their affiliates, acting as Shareholders for their own accounts, may take up shares in the Issue and in that capacity may retain, purchase, sell, offer to sell or otherwise deal in such Shares for their own account and any other securities of the Company or related investments and may offer or sell such Shares or other investments other than in connection with the Issue.

No person has been authorised to give any information or make any representations other than those contained in this Rights Circular and if given or made, such information or representations must not be relied on as having been authorised by the Company and/or the Issuing Houses or any of their respective subsidiaries or affiliates.

The distribution of this Rights Circular and the issuance of the Shares in certain jurisdictions may be restricted by law. No action has been taken by the Company or the Issuing Houses that would permit a public offer of shares or possession, publication or distribution of this Rights Circular (or any other offer or publicity material or application form relating to the Issue) in any jurisdiction where action for the purpose is required, other than in Nigeria. Persons into whose possession this Rights Circular comes should inform themselves about and observe such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. This Rights Circular does not constitute an offer of, or an invitation to subscribe or purchase, any shares being offered in any jurisdiction in which such an offer would be unlawful.



FORWARD-LOOKING STATEMENTS

This Rights Circular contains “forward-looking statements” and “forward-looking information” (collectively, “**forward-looking statements**”). All statements, other than statements of historical fact, that address activities, events or developments that the Board believes, expects or anticipates will or may occur in the future are forward-looking statements. When used in this Rights Circular, the words “estimate”, “project”, “believe”, “anticipate”, “intend”, “expect”, “plan”, “predict”, “may”, “should”, “will”, or the negatives of these words or other variations thereof and comparable terminology are intended to identify forward-looking statements.

Forward-looking statements are subject to several risks and uncertainties that may cause the Company’s actual results to differ materially from those discussed in the forward-looking statements and, even if such actual results are realized or substantially realized, there can be no assurance that they will have the expected consequences to, or effects on, the Company. Factors that could cause actual results or events to differ materially from current expectations include, among other things: uncertainties relating to the availability and cost of funds, uncertainties relating to the closing of the Issue, market risks, and other risks related to the Company’s business, many of which are beyond the control of the Company.

Any forward-looking statement speaks only as of the date on which it is made and, except as may be required by applicable securities laws, the Company disclaims any intent or obligation to update any forward-looking statement, whether as a result of new information, future events or results or otherwise. Although we believe that the assumptions inherent in the forward-looking statements are reasonable, forward-looking statements are not guarantees of future performance, and, accordingly, undue reliance should not be put on such statements due to their inherent uncertainty.

The Company qualifies all the forward-looking statements contained in this Rights Circular by the foregoing cautionary statements.

DEFINITIONS

The following definitions apply throughout this document except where otherwise stated:

Abbreviation	Name/Explanation
"Acceptance List"	The list of Shareholders who subscribe to the Issue
"AGM"	Annual General Meeting
"Auditors"	Deloitte & Touche (Chartered Accountants")
"Brokerage Commission"	Fees payable to Receiving Agents in respect of returns bearing their stamp and duly allotted
"Business Recovery Plan"	The company-wide reorganization aimed at securing a resilient and sustainable future for the Company's stakeholders
"CAMA"	Companies and Allied Matters Act, No. 3 of 2020 (as amended)
"CBN"	Central Bank of Nigeria
"CHN"	Clearing House Number
"CSCS"	Central Securities Clearing System, the securities depository operated by Central Securities Clearing System Plc
"Daily Official List"	The Daily Official List of The Nigerian Exchange Limited
"Directors" or the "Board"	The members of the Board of Directors of Nigerian Breweries Plc who at the date of this document are those persons whose names appear on page 14 of this Rights Circular
"Existing Shareholders" or "Shareholders"	Shareholders of Nigerian Breweries whose names appear in the register of members as at the Qualification Date
"Federal Government" or "FGN"	Federal Government of Nigeria
"IFRS"	International Financial Reporting Standards
"ISA"	Investments and Securities Act No. 29, 2007
"Issuing Houses"	Vetiva Advisory Services Limited and Stanbic IBTC Capital Limited
"Management"	Senior management of Nigerian Breweries Plc
"Naira" or "NGN"	Nigerian Naira
"NEFT"	NIBSS Electronic Funds Transfer
"NB" or "Nigerian Breweries" or the "Company" or the "Issuer"	Nigerian Breweries Plc
"NGX Listing Requirements/Rules"	Due Diligence Book for listing of securities on the Nigerian Exchange Limited
"Ordinary Shares" or the "Shares"	The ordinary shares of 50 Kobo each in the Company held by the Shareholders of the Company
"Pari Passu"	Equally in all respects with the existing Ordinary Shares of the Company
"Participation Form" or "Acceptance/Renunciation Form"	Form that must be duly completed by Existing Shareholders in order to participate in the Rights Issue as contained on pages 61-62
"Qualification Date"	Date of filing the application with the NGX, being 12 July, 2024
"Receiving Agents"	Any of the institutions listed on page 59 of this Rights Circular to which Shareholders may return their completed Participation Forms together with payment or evidence of payment
"Receiving Banks"	Guaranty Trust Bank Limited, Rand Merchant Bank Limited, Stanbic IBTC Bank Limited and Zenith Bank Plc

DEFINITIONS

“Register of Members”	The register that contains the names and addresses of the ordinary Shareholders of the Company
“Registrars”	First Registrars & Investor Services Limited
“Rights Circular” or “Circular”	This document which is issued in accordance with the rules and regulations of the Commission
“Rights Issue” or the “NB Rights” or the “Issue”	The Rights Issue by way of provisionally allotted rights to Existing Shareholders whose names appear on the Register of Members of the Company as at the Qualification Date, of 22,607,491,232 Ordinary Shares in the Company, on the basis of eleven (11) new Ordinary Shares for every five (5) Ordinary Shares held by them on that date
“RIN”	Registrars Identification Number allocated by the Registrar to Shareholders who do not have CSCS accounts, for the warehousing of their shareholding in public companies as held under the Registrar’s custody at the CSCS
“SEC” or the “Commission”	Securities and Exchange Commission, Nigeria
“SEC Rules”	The rules and regulations of the SEC made pursuant to the ISA, as may be amended from time to time
“Solicitors”	Banwo & Ighodalo
“Stockbrokers”	Stanbic IBTC Stockbrokers Limited, Vetiva Securities Limited, Foresight Securities & Investments Limited, Greenwich Securities Limited and Lighthouse Capital Limited
“The Exchange” or “NGX”	The Nigerian Exchange Limited
“Transaction”	The Rights Issue
“Vetiva”	Vetiva Advisory Services Limited
“Working Day” or “Business Day”	Any day except Saturdays, Sundays and Federal Government declared public holidays on which banks are open for business in Nigeria

ABRIDGED TIMETABLE

The dates given below are indicative only. The timetable has been prepared on the assumption that certain key events for the Rights Issue will be achieved as stated. Where this is not the case, dates surrounding key events in the timetable may be subject to adjustments.

Date	Activity	Responsibility
02 Sep, 2024	Acceptance List opens/trading in Rights begins	Issuing Houses/Stockbrokers
11 Oct, 2024	Acceptance List closes/trading in Rights closes	Issuing Houses/Stockbrokers
18 Oct, 2024	Receiving Agents make returns	Receiving Agents/Registrars
04 Nov, 2024	Submit allotment proposal and draft newspaper announcement to SEC	Issuing Houses
19 Nov, 2024	Receive SEC's "no-objection" to the basis of allotment	Issuing Houses
20 Nov, 2024	Disburse net proceeds of the Rights Issue to Nigerian Breweries	Issuing Houses/Receiving Banks
21 Nov, 2024	Publish allotment announcement in two (2) national newspapers	Issuing Houses
21 Nov, 2024	Return excess/rejected application monies	Issuing Houses/ Registrars/Receiving Agents
21 Nov, 2024	Credit CSCS accounts of successful allottees	Registrars
21 Nov, 2024	Forward Declaration of Compliance to NGX	Stockbrokers
22 Nov, 2024	Listing of new NB shares on NGX	Issuing Houses/ Stockbrokers
26 Nov, 2024	Forward Issue summary report to SEC	Issuing Houses

Head Office:

Iganmu House
1, Abebe Village Road
Iganmu, Lagos

Brewery/Malting Plant Locations		
Lagos Brewery Abebe Village Road, Iganmu Lagos State	Aba Brewery Industry Road, Aba Abia State	Kakuri Brewery Industrial Layout, Kakuri Kaduna State
Ibadan Brewery Ibadan/Ife Road Ibadan, Oyo State	Ama Brewery Amaeke Ngwo Enugu State	Ota Brewery Lagos/Abeokuta Expressway Sango Ota, Ogun State
Kudenda Brewery 1A, Kudenda Industrial Area Kaduna South, Kaduna State	Awo-Omamma Brewery Owerri/Onitsha Road Awo-Omamma, Imo State	Ijebu - Ode Brewery Epe Road, Imagbon Village Ogun State
Aba Malting Plant Ohuru Village, Ogbor Hill Industrial, Obingwa, Aba Abia State		
Sales Offices and Distribution Centres		
Lagos Sales Office Headquarters Annex Abebe Village Road, Iganmu Lagos State	Abuja Sales Office Plot 413, Idu Industrial Layout Abuja, FCT	Enugu Sales Office Old Enugu Brewery 9th Mile Corner, Nsude, Enugu State
Ibadan Sales Office Km 3, Ibadan-Ife Road Ibadan Oyo State	Kaduna Sales Office Industrial Layout, Kakuri Kaduna State	Aba Sales Office Industry Road, Aba Abia State
Benin Sales Office 1, Jalo Close GRA, Benin City Edo State	Port Harcourt Sales Office Plot 130, Woji Road, GRA Phase 2 Port Harcourt GRA Port Harcourt, Rivers State	Makurdi Distribution Centre Km 5, Gboko Road Makurdi Benue State
Onitsha Distribution Centre 87/89, Port Harcourt Road Onitsha, Anambra State		

Website:

<https://www.nbplc.com/>

Contact telephone number and email:

0700-825-586-6275

info@nbplc.com

SUMMARY OF THE RIGHTS ISSUE

This summary highlights information contained elsewhere in the Rights Circular. It does not contain all the information that should be considered in making an investment decision. This summary should be read together with the more detailed information, including the financial statements and related notes elsewhere in this Rights Circular.

Issuer:	Nigerian Breweries Plc			
Lead Issuing House:	Vetiva Advisory Services Limited			
Joint Issuing House:	Stanbic IBTC Capital Limited			
Share Capital (Issued and Fully Paid):	₦5,138,066,189.00 comprising 10,276,132,378 Ordinary Shares of 50 Kobo each			
Shares being Offered:	22,607,491,232 Ordinary Shares of 50 Kobo each at ₦26.50 per share			
Gross Proceeds:	₦599,098,517,648.00			
Net Proceeds:	₦590,999,423,035.59			
Purpose:	The Rights Issue is part of Nigerian Breweries’ Business Recovery Plan to strengthen the Company’s capital base by deleveraging its balance sheet, eliminating certain FX-related exposures and reducing bank borrowings, thereby giving the Company greater financial flexibility to promote business growth and continuity.			
Use of Proceeds:	The net proceeds estimated at ₦590,999,423,035.59 after the deduction of the estimated Issue costs of ₦8,099,094,612.41 (which represents 1.35% of the Issue proceeds) will be applied as shown below:			
	Utilization	Amount (₦’m)	%	Completion Period
	Payment of foreign currency denominated obligations	311,423.70	52.69	Immediate
	Payment of local currency denominated obligations	279,575.72	47.31	Immediate
	Total	590,999.42	100	
	Detailed use of proceeds is provided on pages 50-52.			
Method of Issue:	By way of a rights issue to Existing Shareholders			
Provisional Allotment:	Eleven (11) new Ordinary Shares for every five (5) existing Ordinary Shares of 50 Kobo held by the Existing Shareholders as at the close of business on the Qualification Date for Existing Shareholders.			
Issue Price per share:	₦26.50			
Payment Terms:	In full on acceptance			
Market Capitalization at Rights Issue Price (Pre-Issue):	₦294,411,192,629.70			
Market Capitalization	₦893,509,710,277.70			

SUMMARY OF THE RIGHTS ISSUE

at Rights Issue Price (Post-Issue):																																																							
Opening Date:	02 September, 2024																																																						
Closing Date:	11 October, 2024																																																						
Application for Additional Shares:	Ordinary Shares which are not taken up by the close of the Issue, will be allotted on a pro-rata (equal) basis to Shareholders who applied and paid for additional shares over and above their provisional allotment. Shareholders who do not accept their provisional allotment in full, may have their shareholding in the Company diluted.																																																						
Underwriting:	At the instance of the Issuer, this Issue will not be underwritten.																																																						
Financial Summary:	<table><tr><th>In millions of Naira</th><th>Dec-19</th><th>Dec-20</th><th>Dec-21</th><th>Dec-22</th><th>Dec-23</th></tr><tr><td>Revenue</td><td>323,002</td><td>337,006</td><td>437,196</td><td>550,478</td><td>599,509</td></tr><tr><td>Profit Before Tax</td><td>23,327</td><td>11,708</td><td>23,930</td><td>18,093</td><td>(144,689)</td></tr><tr><td>Profit After Tax</td><td>16,105</td><td>7,526</td><td>12,927</td><td>13,925</td><td>(105,769)</td></tr><tr><td>Retained Earnings</td><td>89,294</td><td>83,168</td><td>90,430</td><td>91,853</td><td>(24,383)</td></tr><tr><td>Share Capital</td><td>3,998</td><td>3,998</td><td>4,038</td><td>5,138</td><td>5,138</td></tr><tr><td>Equity</td><td>167,565</td><td>161,151</td><td>172,139</td><td>180,879</td><td>65,169</td></tr><tr><td>Total assets</td><td>382,504</td><td>444,437</td><td>482,640</td><td>621,318</td><td>797,327</td></tr><tr><td>EPS</td><td>2.01</td><td>0.94</td><td>1.61</td><td>1.68</td><td>(12.75)</td></tr></table>	In millions of Naira	Dec-19	Dec-20	Dec-21	Dec-22	Dec-23	Revenue	323,002	337,006	437,196	550,478	599,509	Profit Before Tax	23,327	11,708	23,930	18,093	(144,689)	Profit After Tax	16,105	7,526	12,927	13,925	(105,769)	Retained Earnings	89,294	83,168	90,430	91,853	(24,383)	Share Capital	3,998	3,998	4,038	5,138	5,138	Equity	167,565	161,151	172,139	180,879	65,169	Total assets	382,504	444,437	482,640	621,318	797,327	EPS	2.01	0.94	1.61	1.68	(12.75)
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EPS	2.01	0.94	1.61	1.68	(12.75)																																																		
Quotation:	The entire 10,276,132,378 Ordinary Shares of 50 Kobo each in the Company’s issued share capital are quoted on the Daily Official List of the NGX. An application has been made to the Council of the NGX for admission to its Daily Official List of the 22,607,491,232 Ordinary Shares now being offered by way of Rights Issue.																																																						
Status:	The new Ordinary Shares being issued will rank <i>pari passu</i> in all respects with the existing issued Ordinary Shares of the Company.																																																						
Settlement:	<p>The CSCS accounts of Shareholders will be credited not later than fifteen (15) working days from the date of allotment. Shareholders are hereby advised to state the name of their respective stockbrokers, their CHN and CSCS account numbers in the relevant spaces on the Participation Form. Certificates for Shareholders that do not provide their CSCS account details will be dispatched by registered post not later than 15 working days from the date of allotment.</p> <p>In accordance with the SEC Directive on Dematerialization of Share Certificates, Shareholders who do not provide valid CHN and CSCS account numbers will have their shares credited at the CSCS using a Registrar Identification Number (RIN). A RIN is a number allocated to Shareholders who do not have valid CHN and CSCS account numbers to warehouse their units of shareholding in public companies under Registrars custody at the CSCS. The allotted shares will be transferred to the stockbroking account of the shareholder once valid CHN and CSCS account numbers are provided. Any</p>																																																						

SUMMARY OF THE RIGHTS ISSUE

	shareholder who does not have a valid CHN and CSCS account number, is advised to open a stockbroking account with a stockbroker and obtain a valid CHN and CSCS account number from the stockbroker.
Claims and Litigations:	As at 15 May 2024, the Company in the ordinary course of business is currently involved in Sixty (60) cases, while only Fifteen (15) cases are within and above the materiality threshold of ₦50,000,000.00 (Fifty Million Naira). The details of the total amounts claimed in the cases instituted by and against the Company can be found on page 50 of this Rights Circular.
Indebtedness:	As at 31 March 2024, the Company's total outstanding indebtedness stood at ₦469.64 Billion. Apart from the foregoing, the Company had no outstanding debenture, mortgage, charges, or other similar indebtedness other than in the ordinary course of business.

THE RIGHTS ISSUE

A copy of this Rights Circular and the documents specified herein have been delivered to the Commission for clearance and registration.

This Rights Circular is being issued in compliance with the provisions of the Investments and Securities Act No. 29 2007 and the Rules and Regulations of the Commission and contains particulars in compliance with the requirements of the Commission and the Exchange, for the purpose of giving information to Existing Shareholders and the public with regards to the Rights Issue of 22,607,491,232 Ordinary Shares of 50 Kobo each at ₦26.50 per share in Nigerian Breweries by the Issuing Houses.

The Directors of Nigerian Breweries individually and collectively accept full responsibility for the accuracy of the information contained in this Rights Circular. The Directors of Nigerian Breweries have taken all reasonable care to ensure that the information contained herein are true and accurate in all material respects and confirm having made all reasonable enquiries that to the best of their knowledge and belief, there are no material facts; the omission of which would make any statement herein misleading or untrue. The shares to be issued by the Company pursuant to the Rights Issue will rank *pari passu* in all respects with the existing issued Ordinary Shares of Nigerian Breweries outstanding as at the date the new shares are allotted.

LEAD ISSUING HOUSE



JOINT ISSUING HOUSE



on behalf of

NIGERIAN BREWERIES PLC (RC 613)

are authorized to receive acceptances for the

RIGHTS ISSUE OF

22,607,491,232 ORDINARY SHARES OF 50 KOBO

EACH

AT ₦26.50 PER SHARE

on the basis of eleven (11) new Ordinary Shares for every five (5) Ordinary Shares held as at the close of business on **12 July, 2024**

Payable in full on Acceptance

The Acceptance List for the shares now being offered will open on Monday, 02 September, 2024 and close on Friday, 11 October, 2024.

Share Capital and Reserves of the Company as at 31 March 2024	₦'000
Share Capital - 10,276,132,378 Ordinary Shares of 50 Kobo each	5,138,066
Share Premium	82,943,935
Share Based Payment Reserve	1,688,827
Retained Earnings	(78,356,932)
Total Equity	11,413,896

DIRECTORS, SECRETARY AND PARTIES TO THE ISSUE

Nigerian Breweries Plc Directors and Company Secretary	
Chairman (Interim)	Mr. Sijbe Hiemstra Iganmu House 1, Abebe Village Road Iganmu, Lagos State
Managing Director/CEO	Mr. Hans Essaadi Iganmu House 1, Abebe Village Road Iganmu, Lagos State
Independent Non-Executive Director	Mrs. Juliet Anammah Iganmu House 1, Abebe Village Road Iganmu, Lagos State
Independent Non-Executive Director	Mrs. Adeyinka Aroyewun Iganmu House 1, Abebe Village Road Iganmu, Lagos State
Independent Non-Executive Director	Mrs. Stella Obiamaka Ojekwe-Onyejeli Iganmu House 1, Abebe Village Road Iganmu, Lagos State
Non-Executive Director	Mrs. Ifueko Omoigui Okauru, MFR Iganmu House 1, Abebe Village Road Iganmu, Lagos State
Non-Executive Director	Mr. Jaap Antoon Albert Overmars Iganmu House 1, Abebe Village Road Iganmu, Lagos State
Non-Executive Director	Mr. Roland Pirmez Iganmu House 1, Abebe Village Road Iganmu, Lagos State
Non-Executive Director	Mr. Ibrahim Ajimasu Puri Iganmu House 1, Abebe Village Road Iganmu, Lagos State
Executive Director	Mr. Bernardus Antonius Wessels Boer Iganmu House 1, Abebe Village Road Iganmu, Lagos State
Company Secretary	Mr. Uaboi Godfrey Agbebaku, Esq. Iganmu House 1, Abebe Village Road Iganmu, Lagos State

DIRECTORS, SECRETARY AND PARTIES TO THE ISSUE

Professional Parties to the Issue	
Lead Issuing House	Vetiva Advisory Services Limited Plot 266B, Kofo Abayomi Street Victoria Island Lagos State
Joint Issuing House	Stanbic IBTC Capital Limited I.B.T.C. Place Walter Carrington Crescent Victoria Island Lagos State
Solicitors	Banwo & Ighodalo 48, Awolowo Road South-West Ikoyi Lagos State
Stockbrokers	Stanbic IBTC Stockbrokers Limited I.B.T.C. Place Walter Carrington Crescent Victoria Island Lagos State
	Vetiva Securities Limited Plot 266B, Kofo Abayomi Street Victoria Island Lagos State
	Foresight Securities & Investments Limited 17, Foresight House 163/165, Broad Street Lagos State
	Greenwich Securities Limited First Floor, Union Bank Building Plot 1688B, Oyin Jolayemi Street Victoria Island Lagos State
	Lighthouse Capital Limited Second Floor, 39 Adeola Odeku Street Victoria Island Lagos State
Auditors	Deloitte & Touche Civic Towers Plot GA 1, Ozumba Mbadiwe Avenue Lagos State
Registrars	First Registrars & Investor Services Limited 2, Abebe Village Road Iganmu Lagos State
Receiving Banks	Guaranty Trust Bank Limited 365, Akin Adesola Street Victoria Island Lagos

DIRECTORS, SECRETARY AND PARTIES TO THE ISSUE

	Rand Merchant Bank Limited 3rd Floor Wings, East Towers 17A, Ozumba Mbadiwe Street Victoria Island Lagos
	Stanbic IBTC Bank Limited Stanbic IBTC Towers Walter Carrington Crescent Victoria Island Lagos
	Zenith Bank Plc Plot 84, Ajoye Adeogun Street Victoria Island Lagos

THE CHAIRMAN'S LETTER

The following is the text of a letter received by Vetiva Advisory Services Limited from Mr. Sijbe Hiemstra, Interim Chairman of Nigerian Breweries:



Nigerian Breweries Plc
Iganmu House
1, Abebe Village Road
Iganmu, Lagos State

Wednesday, 17 July, 2024

The Shareholders

Nigerian Breweries Plc
Iganmu House
1, Abebe Village Road
Iganmu, Lagos State

Dear Shareholders,

NIGERIAN BREWERIES PLC: RIGHTS ISSUE OF 22,607,491,232 ORDINARY SHARES OF 50 Kobo Each at ₦26.50 per share

The Nigerian economy has shown resilience over the last 12 months since May 2023, despite a slew of far-reaching reforms championed by the new administration causing growth rate to slump to 2.74% in 2023, achieving a growth rate of 2.98% as at Q1 2024. This growth is being driven by a rebound in oil production, balance sheet expansion in the banking industry and growth in the telecommunications sector. Amidst challenges such as a weakened exchange rate environment, growth in the Manufacturing sector slowed to 1.49% year-on-year in Q1 2024, down from 1.61% in Q1 2023. This deceleration was primarily due to the halving of growth in the Food, Beverage, and Tobacco (FBT) sub-sector, which was significantly affected by weak consumer spending as fuel and FX costs dampened household demand and raised consumer prices. Reacting to the dwindling revenues and shortage of FX, the Central Bank of Nigeria unified the parallel and official FX rates thereby effectively devaluing the Naira. This, combined with the removal of subsidy on petrol resulted in an increase in cost of imported raw materials and general cost of operations.

Our recently announced Business Recovery Plan includes plans for a company-wide reorganization aimed at securing a resilient and sustainable future for its stakeholders. This move comes after our Company recorded a net loss of approximately ₦106 Billion in its FY 2023 results, driven mainly by a foreign exchange loss of ₦153 Billion resulting from the devaluation of the Naira. The loss follows a combination of challenging economic factors ranging from heightened operational costs, continued pressure on consumer disposable income, escalating inflation rates, FX volatility, amongst others.

Whilst market conditions remain challenging and economic headwinds persist, the Board remains confident that Nigerian Breweries has a robust and prosperous future, with great opportunities to grow and the ability to continue to build long term value for all stakeholders.

After careful deliberations, the Directors recommended that the Company should proceed with a rights issue to raise funds to deleverage its balance sheet and meet working capital requirements. The proceeds from the Rights Issue will help to reduce the increasing debt burden and attendant financing costs. In addition to this Rights Issue, the Business Recovery Plan will involve a review of the Company's



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current organizational structure and size as agreed with the Industry Union, the temporary suspension of operations in two (2) of our nine (9) breweries, as well as an optimization of production capacity in the other seven (7) breweries, some of which have witnessed significant capital investment in recent years.

At the 78th AGM of the Nigerian Breweries which held on 26 April, 2024, the Shareholders authorized the Directors to raise capital up to ₦600 Billion (Six Hundred Billion Naira only) by way of Rights Issue to its Existing Shareholders at such price and terms as the Directors may deem fit, subject to obtaining all requisite regulatory approvals. At a subsequent meeting of the Directors held on 07 June, 2024, the Board authorized the Rights Issue of 22,607,491,232 ordinary shares at ₦26.50 per share.

All necessary arrangements have now been concluded for the Rights Issue which will be offered to Existing Shareholders as at 12 July, 2024, in the proportion of eleven (11) new Ordinary Shares for every five (5) Ordinary Shares held by them on that date. We have received approvals from the Commission for the registration of the shares being issued under this Rights Issue. The shares will rank *pari passu* in all respects with the existing issued shares of the Company.

The Rights Circular contains our Company's history, strengths and future plans, general information relating to our Company and summary financial information for the last five (5) years ending 31 December 2023. The Rights Circular also contains a provisional allotment letter from the Company Secretary, which provides full instructions for the acceptance, payment and renunciation of your rights to the provisional allotment.

Full participation in the Rights Issue is important to enable the Company to achieve its long-term growth aspirations. By participating in the Rights Issue, you will be re-confirming your support for the Company, and this provides an opportunity for you to further take advantage of the potential upside from your investment in the Company.

Kindly return the completed form to any of the Receiving Agents listed on the back of the Acceptance/Renunciation Form on or before Friday, 11 October, 2024.

Yours faithfully,

For: **Nigerian Breweries Plc**

MR. SIJBE HIEMSTRA

Chairman (Interim)

OVERVIEW OF NIGERIAN BREWERIES

BACKGROUND

Nigerian Breweries is the pioneer and largest brewing company in Nigeria. The Company is engaged in the brewing, marketing, and selling of alcoholic and non-alcoholic beverage drinks. It is a subsidiary of Heineken N.V., the largest brewer in Europe and the second-largest brewer by volume globally. The Company has an established track record of consistent and sustainable growth and has contributed significantly to the development of the Nigerian economy. The headquarters of Nigerian Breweries is located at its Iganmu House head office, Abebe Village Road, Iganmu, Lagos.

The Company was incorporated in 1946 as "Nigerian Brewery Limited". In June 1949, the Company recorded a landmark when the first bottle of STAR lager beer rolled out of its Lagos Brewery bottling lines. This first brewery in Lagos has undergone several optimization processes and as at today is one of the most modern breweries in the country.

In 1957, the Company commissioned its second brewery in Aba and the name became Nigerian Breweries Limited. This was followed by Kaduna Brewery in 1963 and Ibadan Brewery in 1982. Following the effectiveness of the 1990 Companies and Allied Matters Act (now replaced), the name of the company was changed to Nigerian Breweries Plc to reflect its public limited liability status.

In 1993, the Company acquired its 5th brewery in Enugu and in 2003, a 6th brewery ("Ama Brewery"), sited at Amaeke Ngwo in Enugu State was commissioned. The old Enugu Brewery discontinued operations in 2004 following the completion of Ama Brewery. An ultra-modern malting plant was acquired in Aba in 2008.

In October 2011, the Company acquired majority equity interests in two (2) companies - Sona Systems Associates Business Management Limited ("Sona Systems"), with two (2) breweries in Ota and Kaduna (Kudenda); and Life Breweries Company Limited ("Life Breweries") with a brewery in Onitsha. Another malting plant (located in Kudenda Brewery) was acquired as part of the Sona Systems acquisition. Sona Systems and Life Breweries merged with the Company in the middle of 2012. At the end of 2014, an enlarged Nigerian Breweries emerged from a merger with Consolidated Breweries Plc. Three (3) breweries at Imagbon (near Ijebu Ode), Awo-Omamma (near Owerri) and Makurdi were added to the existing eight (8) breweries as a result of the merger. The Onitsha and Makurdi locations were subsequently developed into Distribution Centres.

Thus, from a humble beginning in 1946, the Company now has nine (9) fully operational breweries from which its high-quality products are produced and distributed to all parts of Nigeria, in addition to the two (2) malting plants in Aba and Kaduna. It also has Sales Offices and Distribution Centres across the country.

The Company has an export business which dates back to 1986. The current export destinations are the United Kingdom, The Netherlands, the United States of America, Canada, the Middle East, Asia and other African countries.

As a major brewing company, Nigerian Breweries encourages and continues to play major roles in the establishment of ancillary businesses. These include manufacturers of bottles, cans, crown corks, labels, cartons and plastic crates as well as service providers including those in the hospitality sector, distribution, transport, event management, advertising and marketing communication.

The Company was listed on the floor of the Nigerian Stock Exchange ("NSE") (now Nigerian Exchange Limited – "NGX") in 1973. As at 30 August, 2024, Nigerian Breweries had a market capitalization of approximately ₦295 billion, making it one of the largest companies in Nigeria by market capitalization. The Company has received several awards in the capital markets including:

- The NSE President's Merit Award in the Brewery Sector;
- The NSE Quoted Company of the Year Award;
- The NSE CEO's Distinguished Award for Compliance;
- The NSE CEO's award as the Most Compliant Listed Company on the Nigerian Stock Exchange;

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- The Institute of Chartered Secretaries and Administrators' Award for Excellence in Corporate Governance (Corporate Category); and
- The Institute of Directors' Nigeria's Corporate Governance Award.

Nigerian Breweries is also a recipient of awards and recognitions in other areas of its operations including product quality, marketing excellence, productivity and innovation, health and safety, public relations, corporate social responsibility and sustainability.

BRAND PORTFOLIO

Nigerian Breweries has a rich portfolio of high-quality brands across a number of categories namely:

- Lager
- Stout
- Non-Alcoholic/Ready-to-Drink (RtD)
- Spirit
- Wine

Star lager beer was launched in 1949, followed by Gulder lager beer in 1970. Maltina, the nourishing malt drink, was introduced in 1976, followed by Legend Extra Stout in 1992 and another malt drink, Amstel Malta in 1994. Heineken lager beer was re-launched into the Nigerian market in 1998. Fayrouz, a premium non-alcoholic soft drink, was launched in 2006 while Climax herbal energy drink was launched in 2010.

Following the acquisition of Sona Systems and Life Breweries in 2011, Goldberg lager, Malta Gold malt drink and Life Continental lager were added to the brand portfolio. The Company increased its portfolio of brands in 2014 with the addition of two (2) line extensions of the Star brand - Star Lite and Star Radler. Also in 2014, as a result of the merger with Consolidated Breweries Plc, "33" Export lager beer, Williams dark ale, Turbo King dark ale, More lager beer and a malt drink - Hi Malt, became part of the Company's product offerings.

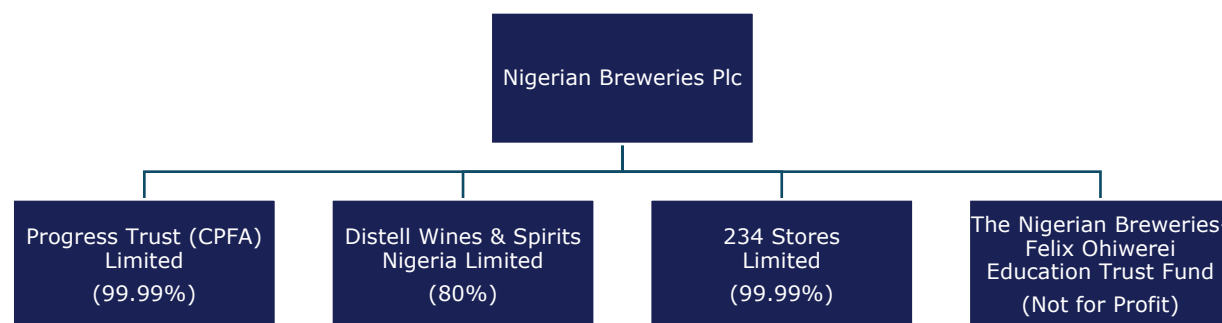
The Ace brand in the RtD category was launched in 2015 while Tiger lager beer, an international premium brand was added to the portfolio of brands in 2018. In 2020, the Company further expanded its rich portfolio of brands with the launch of two variants of the Maltina brand, Maltina Pineapple and Maltina Vanilla. Other brands launched in 2020 were Amstel Malta Ultra, an extension of the Amstel Malta brand, Star Radler Red Fruits, a variant of the Star Radler brand, and Desperados, another international premium beer brand with a distinctive tequila flavour. In 2022, the Company launched the Zagg brand, a malt-infused energy drink brewed to perfection and in 2023, Goldberg Black, a refreshing lager with a kick of black and two-line extensions of the Fayrouz brand, Pineapple and Apple & Watermelon, were added to the portfolio. The flavored stout line extension of Legend Extra Stout was introduced early 2024 with the launch of Legend Twist which has a delightful fusion of fruity flavors – pineapple, lemon, and ginger.

Nigerian Breweries recently acquired an 80% stake in Distell Wines & Spirits Nigeria Limited ("DWSN") as well as 100% of Heineken Beverages' import business in Nigeria. Following the conclusion of the transaction, DWSN has become a subsidiary of Nigerian Breweries thereby expanding the operations of Nigerian Breweries to include importation, marketing, and distribution of wines, spirits and cider products in DWSN's portfolio. DWSN's leading brands which are produced, marketed and distributed in Nigeria under license from Heineken Beverages include 4th Street wine range (red, rose, white, sparkling and non-alcoholic), Chamdor, Hunters Dry, Savannah Dry and Gold. The imported wines and spirits brands include Drostydy-Hof, Nederburg, Amarula cream liquer, Bain's Whisky and Scottish Leader Whisky.



GROUP STRUCTURE

The holding structure for Nigerian Breweries and its subsidiaries and/or affiliated companies is presented below:



The Company's subsidiary entities are:

Progress Trust (CPFA) Limited

Progress Trust (CPFA) Limited is a duly registered Closed Pension Fund Administrator. Its sole activity is the administration of the pension and defined (employer's contribution) gratuity scheme for employees and former employees of Nigerian Breweries.

Distell Wines & Spirits Nigeria Limited

Distell Wines & Spirits Nigeria Limited's operations commenced in 2018 and covers local manufacturing, marketing and sales of a portfolio of wines and RtD beverages.

234 Stores Limited

OVERVIEW OF NIGERIAN BREWERIES

234 Stores Limited is a subsidiary of the Company established to explore opportunities in the route-to-market and became fully operational in 2020.

The Nigerian Breweries-Felix Ohiwerei Education Trust Fund

The Nigerian Breweries-Felix Ohiwerei Education Trust Fund was incorporated by the Company and is a sponsored charitable Trust. The proceeds from its investments are disbursed solely for the promotion of education to Nigerian indigenes.

STRENGTHS

Leading Beverage Company, with a portfolio of international and local iconic brands

Nigerian Breweries is a major player in the Nigerian fast moving consumer goods sector, offering a broad portfolio of market-leading brands such as Star, Heineken, Tiger, Desperados, Goldberg, Life Continental, Gulder, "33" Export and Legend Extra Stout. Non-alcoholic brands include Amstel Malta, Maltina and Fayrouz. These brands align with favorable long-term consumer trends and are among the best-known and preferred by consumers in Nigeria, as a testament to their high-quality products and accessibility. This has reinforced Nigerian Breweries as a market leader in its business categories. Additionally, Nigerian Breweries is a local and multinational organization, combining multinational expertise with deep roots in Nigerian culture to provide a range of products that cater to a diverse consumer base.

Strong support from the Core Shareholder

Nigerian Breweries benefits from the strong backing of its core shareholder, Heineken N.V., a global brewing giant. Heineken N.V.'s financial resources provide the Company with a strong safety net and access to capital for expansion and investment in new technologies. Nigerian Breweries continues to leverage Heineken N.V.'s international experience in branding, marketing and distribution, giving the Company a competitive edge in the Nigerian market. Heineken N.V.'s investment in research and development allows Nigerian Breweries to stay at the forefront of brewing technology and innovation.

Well established distribution network

Nigerian Breweries operates breweries in nine (9) strategic locations across Nigeria, optimizing its reach to all regions of the country. This strategic placement ensures that its products are consistently available for customers and consumers nationwide. The company boasts a robust network of distributors and retailers, making its products readily accessible in supermarkets, bars, and restaurants across Nigeria.

Experienced Management Team

The management team has a long history of working within the Nigerian brewing industry. This deep understanding of the market landscape allows them to make informed decisions about production, sales, marketing and distribution strategies. The team is familiar with consumer preferences, competitor activity, and regulatory environments.

FUTURE PLANS

The Company has enacted a Business Recovery Plan to enhance long-term profitability and value creation for Shareholders. This includes a move beyond the competitive market by leveraging its strong route-to-market. The acquisition of Distell is also expected to accelerate the shift beyond the beer market. Through alternative sourcing (replacing import with local) and export operation development, the Company aims to reduce foreign exchange pressure on its operations and financial performance.

To sustain market share, the Company plans to focus on its strong affordability-driven innovations next to the mainstream portfolio. In addition, the Company targets to optimize margins by "premiumizing" its portfolio.

The Company also recently announced the temporary suspension of operations at two (2) of its breweries (Kakuri and Awo-Omamma) which is expected to lead to a right-sizing of its capacity and ultimately lower cost base. By optimizing the current installed capacity, minimizing yearly capex

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investment whilst making selective value-adding topline investments going forward, Nigerian Breweries' Average Net Assets are expected to recover and stabilize.

Furthermore, a significant part of the proceeds of the Rights Issue will be channeled towards lowering debt levels and attendant debt service obligations, as well as eliminating foreign exchange risk and revaluation losses.

Overall, the Company plans to employ assertive pricing, improved product mix and continued savings initiatives to restore margins to a more sustainable level in the near term, whilst adjusting fixed costs in line with market reality. The combination of these actions is expected to return the Company to profitability in the coming years, thereby placing Nigerian Breweries in a vantage position to deliver value to its shareholders in a sustainable manner going forward.

BOARD OF DIRECTORS AND COMPANY SECRETARY

The Board of Nigerian Breweries comprises two (2) Executive Directors and eight (8) Non-Executive Directors out of which three (3) are Independent Non-Executive Directors. A brief profile of each director is presented below:

Mr. Sijbe Hiemstra – Non-Executive Chairman (Interim)

Mr. Hiemstra joined the Board of Directors effective 01 August, 2011. He previously served as the Heineken N.V. Regional President for Africa and Middle East between August 2011 and August 2015. He had also occupied the position of Regional President for the Asia Pacific Region of Heineken N.V. between 2005 and 2011. Mr. Hiemstra began his Heineken career in January 1978 and held commercial, general management and technical positions in different parts of Europe, Africa and Asia/Pacific. He retired as an Executive from the Heineken N.V. Group on 17 August, 2015 but has remained with the Group in other capacities. He has a Bachelor of Business Administration (BBA), School of Higher Economic Studies (HES) - Rotterdam (1976).

Mr. Hans Essaadi – Managing Director/Chief Executive Officer ("CEO")

Mr. Hans Essaadi was appointed the Managing Director/CEO and a member of the Board of Directors effective 31 July, 2021. He joined the Heineken N.V. Group in 1991 as a Sales Representative. He subsequently took up increasingly senior roles within the group in Sales, Export and Marketing. He commenced his international career with Heineken Puerto Rico as the Country Manager, and thereafter became the General Manager, Brau Union International (the Heineken OpCo in Austria) before becoming the General Manager, Sirocco (the Heineken Joint Venture with the Emirates in Dubai). After his stint at Sirocco, he was appointed Managing Director, Heineken Malaysia Berhad, a listed Company in Malaysia. Prior to his current position in the Company, Mr. Essaadi was the Managing Director of Al Ahram Beverages, the Heineken operating company in Egypt. He holds a Bachelor's Degree, Major in Finance (1991) from The Hague, International Institute for International Hospitality Management, Netherlands.

Mr. Bernardus Antonius Wessels Boer – Executive Director and Finance Director

Mr. Wessels Boer was appointed the Finance Director and a member of the Board effective 01 September 2022. Prior to his appointment to the Board, he was the Finance Director of Al-Ahram Beverages, the Heineken operating company in Egypt. He joined the Heineken N.V. Group in 2004 and thereafter held senior management positions within the Group in finance, control and accounting across operating companies in Europe and the Americas. He holds an Executive Master in Finance and Control, VU University Amsterdam, Netherlands (2010).

Mrs. Ifueko Omoigui Okauru, MFR – Non-Executive Director

Mrs. Omoigui Okauru was appointed to the Board of Directors effective 20 February, 2013. She has over three (3) decades of work experience with proven leadership ability at board and executive management levels in both private and public sectors. She was the Executive Chairman of the Federal Inland Revenue Service (FIRS) which she led meritoriously for two consecutive terms. Mrs. Omoigui Okauru also served as member of the National Economic Management Team headed by the President of the Federal Republic of Nigeria. She is currently the Managing Partner of Compliance Professionals Plc, a consultancy company and also sits on the Boards of ReStral Ltd, MTN Nigeria Communications Plc and PZ Cussons



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Nigeria Plc, which she chairs. Mrs. Omoigui Okauru is a Commissioner of a non-partisan body, the Independent Commission for the Reform of International Corporate Taxation (ICRICT). She is also the immediate past Chairperson of the Board of Trustees of the Lagos State Employment Trust Fund. She served as a Member of the Technical Committee (representing the private sector) set up by the Federal Government of Nigeria to work on the details and implementation of the new minimum wage for Nigerian workers. She holds a BSc. Accounting - University of Lagos – 1983, an MSc Management Science - Imperial College London – 1986 as well as a Master of Public Administration - Harvard University 2014.

Mr. Jaap Antoon Albert Overmars – Non-Executive Director

Mr. Overmars joined the Board as a Non-Executive Director effective 25 October, 2023. He has over twenty-one (21) years of accounting and reporting, commercial business control and finance operations management experience in the Fast-Moving Consumer Goods (FMCG) industry. He is the Senior Director (Africa/Middle East/Eastern Europe region) of Heineken N.V. and is responsible for leading the finance strategies in the Region through delivering sustainable growth and value creation. Prior to this role, he was the Senior Director Finance at Heineken Mexico. He holds an Executive Master of Finance and Control (2006), Vrije Universiteit Amsterdam.

Mr. Roland Pirmez – Non-Executive Director

Mr. Pirmez joined the Board of Directors effective 01 September, 2015 shortly after becoming the Heineken Regional President for Africa, Middle East and Eastern Europe. He started his Heineken career in 1995 and has held general management positions within the Heineken N.V. Group in Africa, Asia and Europe, including the position of the Regional President for Asia Pacific. He holds an Engineering Degree in Agriculture as well as a Master's Degree in Brewing (1984) both from University of Louvain-la-Neuve, Belgium.

Mr. Ibrahim Ajimasu Puri – Non-Executive Director

Mr. Puri was appointed as a Non-Executive Director and member of the Nigerian Breweries Plc Board effective 01 August, 2022. Mr. Puri has over 30 years of cognate banking experience encompassing operations, marketing, retail, corporate banking, and human resource management. Until July 2022, He was an Executive Director with United Bank for Africa Plc, responsible for the bank's operations in Northern Nigeria and prior to this, He managed Universal Trust Bank's business in Northern Nigeria for more than a decade. He holds a Masters in Finance and Banking, Bayero University Kano – 1998.

Mrs. Juliet Anammah – Independent Non-Executive Director

Mrs. Juliet Anammah became a member of the Board of Directors effective 01 January, 2022. She has over thirty (30) years of professional experience covering Consulting, Consumer Goods, Sales, Marketing, E- Commerce and Sustainability. She is the immediate past Chair Nigeria and Chief Group Sustainability Officer, Jumia, having previously held the role of Chief Executive Officer with Jumia. She had also served as the Managing Director, Accenture LLC in charge of the firm's Consumer Goods Practice, Retail and Transportation practice in West Africa. She serves on the boards of local and international organisations, including Flour Mills of Nigeria Plc and Development Bank of Nigeria where she was recently appointed as an Independent Non-Executive Director. She holds an Executive MBA Finance, Enugu State University of Science and Technology Business School (1999).

Mrs. Adeyinka Aroyewun – Independent Non-Executive Director

Mrs. Aroyewun joined the Board of Directors effective 01 January, 2019. She is a lawyer with over thirty-five (35) years' legal experience spanning various aspects of business and law. She is an internationally accredited mediator of the Centre for Effective Dispute Resolution (CEDR), UK; a member of the Chartered Institute of Arbitrators, UK; and an IMI Certified Mediator. She is the immediate past Director of the Lagos Multi-Door Courthouse. She is an experienced trainer in Alternative Dispute Resolution (ADR) techniques and was part of a team of certified trainers on the World Bank project for the expansion of ADR mechanisms and institutions in Nigeria. Mrs. Aroyewun is a Fellow of the Institute of Management Consultants. She was a British Council-appointed consultant and mediation skills trainer, coach, assessor

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and mentor for a mediation skills training programme, and also consulted for the Justice for All Programme of the British Council on improving the efficiency and respect for human rights in traditional justice systems in Lagos State. Mrs. Aroyewun sits on the Governing Council of the University of Lagos; Negotiation and Conflict Management Group College of Negotiation; the Edo State Multi-Door Courthouse; and the Oyo State Multi-Door Courthouse. She is on the panel of Neutrals of the Nigerian Communications Commission. She holds an LLB (Hons.) from University of Ife (1984) (now Obafemi Awolowo University), a BL from Nigerian Law School (1985), a Master's in Business Administration (1998) and an LLM (2015) both from the University of Lagos.

Mrs. Stella Obiamaka Ojekwe-Onyejeli – Independent Non-Executive Director

Mrs. Ojekwe-Onyejeli was appointed as an Independent Non-Executive Director effective 01 January, 2024. She has more than thirty (30) years of experience in Enterprise Risk Management, Business Planning, Internal Audit, Analytical Skills and Banking. Mrs. Ojekwe-Onyejeli also serves as an Independent Non-Executive Director at Rand Merchant Bank, SaroAfrica International Limited, First Pension Custodian Nigeria Limited and Coronation Insurance Plc. She was formerly an Executive Director and Chief Operating Officer at the Nigeria Sovereign Investment Authority and Director & Head of Operational Risk and Control at Barclays Bank. She holds a Master's in Business Administration, Cranfield School of Management, United Kingdom.

Mr. Uaboi Godfrey Agbebaku, Esq. – Company Secretary/Legal Director

Mr. Agbebaku was appointed as Secretary to the Board of Directors and the Legal Adviser effective 01 January, 2008. He joined the Company in January 2003 as the Legal Affairs Manager. Before then, he was in private practice with the law firm of David Garrick & Co. He is a Fellow of the Institute of Chartered Secretaries & Administrators of Nigeria. Mr. Agbebaku is also the Company's Legal Director.

MANAGEMENT TEAM

In addition to the Managing Director/CEO, Company Secretary/Legal Director and Finance Director, the members of the Executive Committee include:

Mr. Federico Agressi – Supply Chain Director

Mr. Agressi joined Heineken in 2008 as a Brewery Manager. He was at various times, Supply Chain Director in Ethiopia, Egypt and Romania between 2011 and 2018. Prior to this role, he was Supply Chain Director, Heineken Romania.

Mrs. Philomena Aneke – Digital and Technology Director

Mrs. Aneke was appointed as the Digital and Technology Director of the Company effective 01 September, 2020. She started her Heineken career in 1990 as a Nigerian Breweries Graduate Management Trainee and held increasingly senior roles in Management projects, Enterprise Resource Programme (ERP) implementation, Finance/Accounting, Procurement, Supply Chain controlling and Digital transformation. She is a Fellow of the Institute Chartered Accountants of Nigeria and holds an Executive Master's Degree in Logistics and Supply Chain Management from the Cranfield University, United Kingdom. Until her current appointment, she was the BASE Programme Manager for Africa, Middle East and the Caribbean supporting fourteen (14) Heineken operating companies with ERP implementation and change management.

Mr. Ayodele Lawal – Sales Director

Mr. Lawal started his career at Heineken as a Brewer in 1991. After five (5) years, he cross-functioned to Sales as a Field Sales Manager, rising through the ranks to the position of Regional Business Manager in Central, West, Lagos, and Port Harcourt regions. In 2017, he was seconded to Heineken Vietnam, and later in the same year, he was appointed National Sales Manager BRANA (Heineken OpCo in Haiti) before becoming the Sales Director for Haiti in 2018. Ayo returned to Nigeria in 2021 to take up the role of Zonal Business Manager, North and prior to this role he was the Zonal Business Manager, West.

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Mrs. Sade Morgan – Corporate Affairs Director

Mrs. Morgan was appointed as the Corporate Affairs Director of the Company effective 17 December, 2018. A lawyer, corporate affairs and communications professional, she has over 27 years' experience acquired through working for and with leading multinationals including, British American Tobacco and the Coca Cola Hellenic Bottling Company as an Executive Committee and Board member. Mrs. Morgan is a graduate of the Executive Management programs at the IMD Switzerland and INSEAD France business schools. She is a member of the Institute of Directors, the Nigerian Institute of Public Relations, WIMBIZ and was the first Chairperson of the Food and Beverage Recycling Alliance (Nigeria).

Mrs. Grace Omo-Lamai – Human Resource Director

Mrs. Omo-Lamai was appointed the Human Resource Director of the Company effective 07 November, 2017. She joined the Company from the Nigerian Bottling Company (NBC) where she served as NBC's Director of Human Resources. Mrs. Omo-Lamai holds a Masters in Business Administration from the Lagos Business School and prior to working with NBC, she held senior management roles in Human Resources and General Management at Oceanic Bank International, Michelin Nigeria Limited, Celtel Nigeria Limited (VMobile, Zain or Airtel) and Ecobank.

Mr. Emmanuel Oriakhi – Marketing Director

Mr. Oriakhi was appointed as Marketing Director, effective 01 September, 2018. He joined Nigerian Breweries Plc in 2003 as a Commercial Management Trainee and held increasingly senior roles within the marketing function including managing the Maltina, Gulder and Heineken Brands, Strategy & Planning, Consumer & Market Intelligence and Media & Digital. He is a graduate of the Executive Management programs at the IMD Switzerland and Harvard business schools and holds a Master's Degree in Global Management from the University of Salford. Prior to his appointment as the Marketing Director, he was the Business Development Manager, Heineken Global Commerce (Africa, Middle East and Eastern Europe).

THE NIGERIAN BEVERAGE INDUSTRY

The Nigerian beverage industry has a rich history dating back to the colonial era when the British introduced various beverages to the country. In the early 20th century, soft drinks, beers and other alcoholic beverages were primarily imported. Local brewing began to take shape in the 1930s with the establishment of breweries producing beer domestically.

Nigerian Breweries, established in 1946, is the oldest and largest brewing company in Nigeria. Founded as a joint venture between Heineken and UAC of Nigeria Plc, Nigerian Breweries built its first brewery in Lagos, producing the first bottle of Star Lager Beer in 1949. Guinness Nigeria Plc, a subsidiary of Diageo, began operations in Nigeria in 1962.

In the 1970s, the Nigerian beverage industry began to diversify. The soft drink segment saw the entry of Coca-Cola Nigeria and PepsiCo. Malt drinks also became popular as a non-alcoholic alternative. In 1976, Nigerian Breweries introduced Maltina, a non-alcoholic malt drink, which quickly gained popularity. Following this, a competing malt product was launched in 1990. The malt products not only appealed to health-conscious individuals but also became cultural staples at social gatherings and events.

By the 1980s, the Nigerian government encouraged local production through various policies, including import substitution strategies. This led to the establishment of more breweries and bottling plants, reducing dependency on imported beverages. Companies began sourcing raw materials locally, contributing to the growth of the agricultural sector and creating numerous jobs. This period also saw a surge in the production of local alcoholic beverages like palm wine and locally brewed beers.

Industry Challenges

The Nigerian beverage industry has faced a number of challenges over the decades, particularly due to economic instability. In recent times, rising operational costs, currency devaluation and exchange rate unification, inflation and fluctuating foreign exchange rates have increased expenses for companies. Poor infrastructure, including inadequate transportation networks and port inefficiencies, continues to



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hamper distribution and operational efficiency. The depreciation of the Naira in the parallel market has also raised the costs of raw inputs, affecting profitability. Despite the slight mitigation by the Black Sea deal, global supply chain disruptions still pose a risk to input costs. Companies have had to navigate import restrictions and manage high costs of raw materials and machinery, often relying on local sourcing and ingenuity to stay afloat.

The regulatory environment has also posed some challenges. The Nigerian government has implemented various policies to control alcohol consumption and promote local production. While these policies aim to protect public health and support domestic industries, they sometimes result in increased production costs and operational hurdles. Companies must comply with stringent regulations regarding the production, distribution, and marketing of alcoholic beverages.

Increased competition from both local and international brands has pushed companies to be innovative and diversify their product offerings. The entry of numerous local brands alongside international giants has created a dynamic and competitive market. This competition has spurred innovation in product development, marketing strategies and distribution channels. Companies have introduced new flavors, packaging designs and marketing campaigns to attract and retain customers.

Current Status and Future Outlook

In recent years, the Nigerian beverage industry has experienced significant growth and modernization. Companies have adopted modern brewing and bottling technologies to improve efficiency and product quality. Investment in research and development has led to innovation in beverage formulations and packaging, ensuring that products meet international standards. Automation and digital technologies have streamlined production processes, reduced wastage and enhanced supply chain management.

There is a growing consumer demand for healthier beverage options, such as low-sugar drinks, natural juices and functional beverages. Health and wellness trends have influenced consumer preferences, prompting companies to introduce new products that cater to health-conscious consumers. This shift is evident in the increasing availability of natural fruit juices, energy drinks with added vitamins, and beverages with reduced sugar content. Companies are also focusing on transparent labeling and marketing to highlight the health benefits of their products.

The industry continues to expand, with new entrants and increased foreign direct investment. The Nigerian beverage market is attracting interest from global beverage companies looking to tap into the growing consumer base. Additionally, Nigerian beverages are being exported to neighboring countries, broadening its market reach and enhancing the country's export portfolio. This expansion is supported by improvements in infrastructure, distribution, logistics, and trade policies that facilitate cross-border trade.

Looking ahead, companies are expected to focus on optimizing operating and financial expenses to maintain profitability, given the limited room for price increases. With increased household energy costs and living expenses due to the subsidy withdrawal, consumer spending is likely to narrow to essential items, potentially reducing volumes even in necessary goods. The gap between income growth and inflation, exacerbated by slow wage growth and population increase, will continue to put pressure on consumer wallets.

To navigate these challenges, companies will need to increase scale and enhance production efficiency, particularly in the mainstream product segment. Given the limited pricing power due to consumer resistance, strategic pricing adjustments and product innovation will be crucial. Whilst the recent implementation of a unified exchange rate has increased FX losses, it is expected to stabilize the market and reduce volatility in the long term. Companies will need robust strategies to manage FX risks, including hedging and diversifying their FX exposure.

RISK FACTORS

Accepting Shareholders should consider all the information in this Rights Circular, including the following risk factors, before deciding to accept delivery of the new shares. If the risks described below materialise, the Issuer's business, results of operations, financial condition and/or prospects could be materially adversely affected, which could cause the value and trading price of its Ordinary Shares to decline, resulting in a loss of all or part of any investment in the ordinary shares of Nigerian Breweries.

The following risk factors do not purport to be an exhaustive list or explanation of all the risk factors involved in investing in Nigerian Breweries and they are not set out in any order of priority. In particular, the Company's performance might be affected by changes in market and economic conditions and legal, regulatory or tax requirements. If such changes were to occur, the price of the shares may decline and investors could lose all or part of their investment. Additionally, there may be further risks of which the Issuer is not aware of or believes to be immaterial which may, in the future, adversely affect the Issuer's business and the market price of its shares.

Investment in the shares will involve risks. The shares may not be suitable for all recipients or be appropriate for their circumstances. You should carefully consider in light of your financial resources whether investing in Nigerian Breweries is suitable for you. An investment in the shares is only suitable for financially sophisticated investors who are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses, which may arise (which may be equal to the whole amount invested).

Business Risks

These are risks associated with the business activities of companies operating in the beverage industry in Nigeria.

Disruption in the Company's product supply and supply chains could impact its sales and financial performance.

Disruption in the supply chain of the Company could impair its ability to deliver products to key customers and result in revenue loss, brand damage and loss of market share.

The loss or temporary discontinuity of supply chains from any of its suppliers without sufficient time to develop an alternative source could result in delays in shipments, expose the Company to increased costs, damage to its brands and place it at a relative disadvantage to its competitors. Disruption of supply and/or discontinuity of supply chains could result from increased competition, industry consolidation, the termination of (or material change to) arrangements with suppliers, disagreements with suppliers as to payment or other terms or the failure of a supplier to meet the Company's contractual obligations or otherwise deliver materials consistent with current usage. Factors that are hard to predict or beyond its control, like adverse weather conditions, natural disasters, earthquakes, hurricanes, flooding, fire, power loss, loss of water supply, terrorist attacks, telecommunications and IT system failures, political instability, civil strife, military conflict, the consequences of any military action and associated political instability, generalised labour unrest or health pandemics (such as the COVID-19 pandemic), could also damage or disrupt the Company's supply and supply chains. Fluctuation of pricing of raw materials, all of which may in turn affect the operations of the Company's suppliers.

Decrease in beer consumption in favour of other beverage categories could have an adverse effect on the Company's business, financial condition and/or results of operations.

Consumers' preferences and behaviors are evolving, leading to a more complex and fragmented beer and broader beverages category. The Company is exposed to mature markets where the beer category's attractiveness is being challenged by down-trading and alternative beverage categories, potentially resulting in lower beer demand as consumption trends shift toward other beverages. To maintain the relevance and strength of its products, the Company must continuously adapt its offerings, innovate, and invest.

Furthermore, the Company competes against alternative beverages based on factors largely beyond its control, which may cause demand fluctuations. These factors include variations in health consciousness,

RISK FACTORS

changes in economic conditions, demographic shifts, social trends and attitudes toward alcoholic beverages, and evolving consumer preferences. In the alternative beverages markets, the on-trade channel (restaurants, hotels, bars and cafeterias) is also under pressure, potentially exerting negative pricing pressure on the Company's products.

Failure to adapt to these evolving consumer preferences and behaviours as well as the other factors listed above would, in the longer term, affect the Company's revenues, market share and possibly the Company's brand equity. Any decrease in the demand for the Company's products in favour of alternative beverages or decreases in the Company's product pricing margins on the basis of factors over which the Company has little or no control could have an adverse effect on the Company's business, financial condition and/or results of operations.

The Company is reliant on the reputation of its brands and the protection of its intellectual property rights.

The Company enjoys a positive corporate reputation and is well-respected in Nigeria, with continuous management efforts directed toward enhancing the Company's social, environmental, and financial reputation. The Company's brands, along with its people, are its most valuable assets and critical to its growth strategy. Infringement, misuse or other violation of any of the Company's intellectual property rights may dilute or diminish the value and goodwill of its brands and products in the marketplace, which could materially and adversely affect the Company's results of operations and make it more difficult for the Company to maintain a strong market position. Any factors adversely affecting consumer and stakeholder confidence in these brands could negatively impact its business, financial condition, and results of operations. Additionally, failing to maintain the relevance and attractiveness of its brands through effective brand marketing could also have adverse effects.

The Company may be impacted by changes in the availability or price of raw materials, water, and other input costs.

The supply and price of raw materials essential for the Company's products can be influenced by numerous uncontrollable factors, such as global crop production levels, export demand, government regulations and legislation affecting agriculture, adverse weather conditions, currency fluctuations, economic factors impacting growth decisions, and various plant diseases and pests. Water availability is also a critical concern, as the Company requires substantial water resources to sustain its operations. Consequently, the future availability or prices of the raw materials and water necessary for production cannot be guaranteed, nor can the Company ensure its water supply will remain uninterrupted.

The relevant commodity markets may continue to experience price increases or supply disruptions. The Company relies on barley, grain, hops, glass, and aluminum for producing and packaging its products. Significant changes in the availability or price of these raw materials, commodities, energy, and water could result in resource shortages or increased costs. The Company's financial condition is particularly vulnerable to fluctuations in the prices and availability of these raw and packaging materials, as well as the continuity of its water supply. Other input costs, such as transportation and energy, have also been highly volatile in recent years, contributing to financial uncertainty. Additionally, shifts in packaging mixes exert further pressure on input costs.

Furthermore, a trend of consolidation among suppliers, especially those providing glass bottles and cans, has resulted in dependency on fewer suppliers. This exposes the Company to risks of unmet supply needs or price increases from these suppliers and the Company may also be limited in its ability to pass on any price increases in the prices it charges for its products. Any shortage, price change, or supply disruption of raw and packaging materials, or disruption to the Company's water supply, could negatively impact its business, financial condition, and operational results.

The Company operates in a highly competitive market and industry consolidation in the beer and distribution sectors as well as among its customers could place the Company at a competitive disadvantage.

Consolidation in the alcoholic beverage industry can significantly alter market dynamics, creating competitive disadvantages for companies in terms of supplier relationships and customer acquisition strategies. Brewers globally compete on factors such as brand image, price, customer service,



RISK FACTORS

distribution networks, and quality. While the global beer industry is not highly concentrated, in Nigeria, and in many other countries where the Heineken Group operates, a few brewers dominate the market, leaving smaller local brewers to compete for the remaining share.

Consolidation has increased the capital base and geographic reach of competitors in some markets, raising the cost of competition. This trend is expected to continue, further intensifying competition. As competitors grow larger through mergers and acquisitions, they may gain stronger negotiation positions with retailers, distributors, and suppliers, potentially putting the Company at a competitive disadvantage.

The rise of digital disruption is also reshaping the industry by creating new routes to consumers and increasing the value of consumer data. This shift could lead to heightened competition and reduced operating margins for the Company, as it may lose control over product distribution channels. Additionally, the emergence of buying alliances and e-commerce distribution channels may further challenge the Company if it cannot effectively respond to these changes.

Consolidation among the Company's customers can also lead to increased buying power concentrated in fewer hands, impacting the Company's ability to secure favorable pricing and trade terms. This consolidation can pressure the Company's existing distribution and supply chain channels, resulting in higher operational costs compared to competitors who benefit from economies of scale, particularly in advertising. These competitive pressures could lead to higher relative costs, reduced demand for the Company's products, and ultimately, adverse effects on its business, financial condition, and results of operations.

Industry, Legal and Regulatory Risks

These are risks generally facing the beverage products industry in Nigeria.

The impact of various food safety, environmental, legal, tax, and other regulations and related developments could adversely affect Nigerian Breweries' sales and profitability.

The Company is subject to numerous food safety and other laws and local regulations (like ban on alcohol consumption in some parts of northern Nigeria), tax and excise laws regarding the manufacturing, marketing, and distribution of food products. These regulations govern matters such as ingredients, advertising, taxation, relations with distributors and retailers, health and safety matters, and environmental concerns. Any failure to effectively plan for regulatory changes or effects, and the need to comply with new or revised laws or regulations with regard to licensing requirements, trade and pricing practices, environmental permitting, or other food or safety matters, or new interpretations or enforcement of existing laws and regulations, as well as any related litigation, may have a material adverse effect on the Company's sales and profitability. There can be no assurance that the Company will not incur material costs or liabilities in connection with its compliance with current applicable regulatory requirements or that such regulations will not interfere with, restrict or affect the Company's business.

Country Risks

These are the risks generally affecting businesses in Nigeria.

There are risks related to political instability, security, religious differences, ethnicity and regionalism in Nigeria.

Security remains a major challenge, particularly in the north-eastern part of Nigeria. Whilst there has been significant progress in the fight against the insurgency, the humanitarian situation has continued to deteriorate. There has also been continuous violence, oil theft and civil disturbance in the Niger Delta, Nigeria's southern oil producing region, mainly from militant groups.

In spite of the Federal Government's efforts, continued criminal activity, unrest and political and religious conflicts in the country may lead to lower oil revenues and production, deter investments in the country and lead to increased political instability that could have a material adverse effect on Nigeria's economy and impact the Company's operations and profitability in those regions.

RISK FACTORS

Recession of domestic economy may result in a decline in projected growth.

The Company is exposed to the risks of an economic recession and capital market volatility which could adversely affect the demand for its products. The market in which the Company operates is closely linked to general economic conditions, with levels of consumption tending to rise during periods of rising per capita income and fall during periods of declining per capita income. The prevailing conditions in the Nigerian economy has led to a fall in general consumption as consumers have moved away from premium products to basic value products, which have limited margins.

Currency Risk

The Company is exposed to currency risks and is affected by changes in the value of the Naira against other currencies.

The Company is exposed to foreign currency denominated liabilities, especially in relation to input cost - importation of raw materials and finished goods. FX volatility has had significant implications on the Company given the Naira devaluation and unification, currency translation risk, pressure on margins, risk on supply/business continuity, reputational risks in view of delayed payments to vendors and increase cost of imported raw materials. Further adverse movements in the exchange rate could have a negative impact on the Company's financial condition.

Sustainability and Environmental Risks

These are losses that may arise due to significant natural occurrences in the environment.

Environmental disasters may cause significant damage to the Company's operations, which may affect the Company's business.

The operations of the Company are exposed to certain environmental challenges which include but are not limited to pollution, environmental degradation, global warming, severe flooding and other natural hazards which could lead to shutdowns. The nature of environmental risks is that they are often sudden, unpredictable and unforeseeable. Although the Company believes that it has sufficient process and safety measures in place to prevent and effectively respond to accidents that may occur as a result of changes in the environment, there is no guarantee that such processes will prevent all accidents, which may impose a variety of unpredicted liabilities and adversely affect the Company's business.

Non-compliance with health and safety standards by the Company's employees, contactors and visitors could result in accidents on the Company's sites creating a negative reputation for the business.

Health and Safety is a key risk in the operations of the manufacturing industry operations. The Company's employees and contractors working on its manufacturing sites as well as visitors who visit the Company's sites are exposed to various forms of accidents on such sites.

General Risk Disclosure

Shareholders of the Company should consult their advisers if in any doubt as to the nature of this investment and its suitability in view of their particular circumstances. The value of any securities traded (whether listed or not) are subject to investment risks, which can and do fluctuate and any individual security may experience upward or downward movements. There is an inherent risk that losses may be incurred rather than a profit when buying and selling securities. Certain types of investments may not be suitable for some investors.

MARKET PRICE INFORMATION

Nigerian Breweries' shares are listed on the NGX. The annual high and low market prices of the Company's shares for the five (5) years to 31 December, 2023 are shown below:

Year	₦ High (Date)	₦ Low (Date)
2023	47.95 (Jan 12)	32.00 (May 4)
2022	61.60 (May 26)	29.92 (Nov 15)
2021	50.40 (Feb 1)	37.20 (Nov 30)
2020	50.48 (Nov 13)	17.60 (Apr 3)
2019	66.56 (Feb 27)	36.80 (Oct 15)

The monthly high and low market prices of the Company's shares on the NGX for each of the twelve (12) months Year-to-Date ending July 2024 are presented in the table below:

Month	₦ High (Date)	₦ Low (Date)
July	29.95 (July 17)	25.25 (July 31)
June	31.90 (June 13)	26.00 (June 3)
May	26.90 (May 28)	22.60 (May 15)
April	29.10 (Apr 4)	25.60 (Apr 30)
March	32.50 (Mar 1)	28.00 (Mar 22)
February	39.00 (Feb 12)	30.60 (Feb 28)
January	42.00 (Jan 18)	36.55 (Jan 4)
December	37.90 (Dec 18)	36.00 (Dec 12)
November	40.00 (Nov 17)	37.05 (Nov 29)
October	42.00 (Oct 16)	36.05 (Oct 27)
September	40.95 (Sept 20)	38.10 (Sept 7)
August	42.50 (Aug 21)	37.00 (Aug 1)



Nigerian Breweries Plc
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THE FEDERAL REPUBLIC OF NIGERIA
COMPANIES AND ALLIED MATTERS ACT, 2020

COMPANY LIMITED BY SHARES

EXTRACTS OF THE RESOLUTIONS OF SHAREHOLDERS OF
NIGERIAN BREWERIES PLC

At the 78th Annual General Meeting of Nigerian Breweries Plc ("the Company") held at the Shell Nigeria Hall, Muson Centre, 8/9 Marina, Onikan, Lagos State on Friday, 26th April 2024 at 10:00 a.m., the following sub-joined ordinary and special resolutions, amongst others were proposed and duly passed:

Ordinary Resolutions

*AUTHORISATION TO RAISE
CAPITAL THROUGH RIGHTS
ISSUE*

"That subject to obtaining the approval of the relevant regulatory authorities, the Directors of the Company be and are hereby authorised to raise capital of up to ₦600 billion (six hundred billion naira) by way of Rights Issue, through the issuance of ordinary shares, on such other terms and conditions and at such time, as the Directors may deem fit or determine."

*OFFER OF SHARES NOT
TAKEN UP BY
SHAREHOLDER UNDER THE
RIGHTS ISSUE*

"That shares not taken up by existing shareholders within the period stipulated under the Rights Issue may be offered to shareholders of the Company that have indicated interest in purchasing additional shares not taken up by the shareholders entitled to do so in the Rights Issue, on such terms and conditions as may be determined by the Directors, subject to complying with relevant regulatory requirements."

*INCREASE IN SHARE
CAPITAL*

"That the share capital of the Company be increased by the exact number of ordinary shares which would be required upon determination of the terms of the Rights Issue and the Directors are hereby authorised to pass resolutions for such increase, as well as to allot the new ordinary shares upon completion of the Rights Issue."

.../2

DIRECTORS: S. Hiemstra (Dutch) - Chairman (Interim); H. Essaadi (Dutch) - Managing Director/Chief Executive; Mrs. J. Anammah; Mrs. A.O. Aroyewun; Mrs. S.O. Ojekwe-Onyējeli; Mrs. I.M. Omoigui Okauru, MFR; J.A.A. Overmars (Dutch); R. Pirmez (Belgian); I.A. Puri; B.A. Wessels Boer (Dutch).

Special Resolutions

APPLICATION OF LOANS
AND/OR PAYABLES AS
PAYMENT FOR SHARES
UNDER THE RIGHTS ISSUE

"That the Directors of the Company be and are hereby authorised to apply any outstanding shareholder loan, trade payable, or any other loan facility due to any person from the Company as may be agreed by the person and the Company, towards payment for any shares subscribed for by such person under the Rights Issue."

AMENDMENT OF THE
MEMORANDUM OF
ASSOCIATION

"That after the increase of the Company's share capital and allotment of the new ordinary shares in accordance with the resolutions above, the Memorandum of Association of the Company be amended as necessary to reflect the Company's new issued share capital."

Ordinary Resolution

AUTHORIZATION FOR
IMPLEMENTATION OF
RESOLUTIONS

"That the Directors of the Company be and are hereby authorised to do all acts and things and to approve, sign and/or execute all documents, perform all such other acts and do all such other things as may be necessary to give effect to the above resolutions; and that all actions previously taken by the Directors in that regard be and are hereby ratified."

TRULY EXTRACTED

Mr. Ben WESSELS BOER
(Director)

Uaboi G. AGBEBAKU, Esq.
(Company Secretary)



Nigerian Breweries Plc
RC: 613

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THE FEDERAL REPUBLIC OF NIGERIA
COMPANIES AND ALLIED MATTERS ACT, 2020

PUBLIC COMPANY LIMITED BY SHARES

EXTRACT FROM THE MINUTES OF THE MEETING OF
THE BOARD OF DIRECTORS OF NIGERIAN BREWERIES Plc

At a meeting of the Board of Directors ("the Board") of Nigerian Breweries Plc ("the Company") duly convened and held virtually via Microsoft Teams hosted from Iganmu House, Abebe Village Road, Iganmu, Lagos on Friday, the 7th of June 2024 at 4:00 p.m., the following Resolutions were proposed and duly passed in furtherance of the authorisation given to the Board by the Company's Shareholders at the Annual General Meeting of Friday the 26th of April 2024:

- a) "That subject to obtaining all requisite regulatory approvals, the Company be and is hereby authorised to raise capital of up to ₦599,098,517,648.00 (five hundred and ninety-nine billion, ninety-eight million, five hundred and seventeen thousand, six hundred and forty-eight naira only) by way of Rights Issue."
- b) "That the Company's Issued Share Capital be and is hereby increased from ₦5,138,066,189 (five billion, one hundred and thirty-eight million, sixty-six thousand, one hundred and eighty-nine naira only) made up of 10,276,132,378 (ten billion two hundred and seventy-six million, one hundred and thirty-two thousand three hundred and seventy-eight) ordinary shares of 50 (fifty) kobo each to ₦16,441,811,805.00 (sixteen billion, four hundred and forty-one million, eight hundred and eleven thousand, eight hundred and five naira only) divided into 32,883,623,610 (thirty two billion, eight hundred and eighty-three million, six hundred and twenty-three thousand, six hundred and ten) ordinary shares of 50 kobo each by the creation and addition of 22,607,491,232 (twenty-two billion, six hundred and seven million, four hundred and ninety-one thousand, two hundred and thirty-two) ordinary shares of 50 (fifty) kobo each ranking in all respects *pari passu* with the existing shares of the Company."
- c) "That the Company be and is hereby authorised to issue by way of rights 22,607,491,232 (twenty-two billion, six hundred and seven million, four hundred and ninety-one thousand, two hundred and thirty-two) ordinary shares of 50 kobo each at a price of ₦26.50 (twenty-six naira fifty kobo) per share to existing shareholders whose names appear in the Company's Register of Members on the Qualification Date (being the date on which the application for approval of the Rights Issue is submitted to the Nigerian Exchange Limited) on the basis of 11 (eleven) new ordinary shares for every 5 (five) ordinary shares held by them as at the said date or at such other price and such other terms of the Rights Issue as the management of the Company ("Management") may subsequently determine in consultation with the professional advisers, which terms are to be contained in the Rights Issue Circular."

DIRECTORS: S. Hiemstra (Dutch) - Chairman (Interim); H. Essaadi (Dutch) - Managing Director/Chief Executive; Mrs. J. Anammah; Mrs. A.O. Aroyewun; Mrs. S.O. Ojekwe-Onyejeli; Mrs. I.M. Omoigui Okauru, MFR; J.A.A. Overmars (Dutch); R. Pirmez (Belgian); I.A. Puri; B.A. Wessels Boer (Dutch).

- d) "That Management be and is hereby authorised to do all acts and things including but not limited to ensuring compliance with all regulatory procedures and requirements, obtaining all required approvals as well as performing all such other acts and do all such other things as may be necessary to give effect to the above resolutions."
- e) "That any two Directors of the Company or a Director and the Company Secretary are hereby authorised to execute all relevant documents in furtherance to the above resolutions."

TRULY EXTRACTED



Bernardus A. WESSELS BOER
Finance Director



Uaboi G. AGBEBAKU
Company Secretary

SWORN DECLARATION OF FULL DISCLOSURE



Nigerian Breweries Plc
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CS.LD/2024/145/71

10th day of June 2024

THE DIRECTOR GENERAL

Securities and Exchange Commission
SEC Tower
Plot 272, Samuel Adesujo Ademulegun Street
Central Business District
Abuja

Dear Sir,

NIGERIAN BREWERIES PLC: RIGHTS ISSUE OF 22,607,491,232 ORDINARY SHARES OF 50 Kobo EACH AT ₦26.50 PER SHARE (THE "ISSUE") – SWORN DECLARATION ON FULL DISCLOSURE

The Rights Circular has been prepared by the Issuing Houses on behalf of Nigerian Breweries Plc ("Nigerian Breweries" or the "Company"), with the aim of providing relevant details of the Company to Shareholders in connection with the Issue. In line with the Rule 280 (3) of the Rules and Regulations of the Securities and Exchange Commission and on behalf of the Board of Directors of the Company, we hereby make the following declarations:

1. The Directors of Nigerian Breweries have taken all reasonable care to ensure that the information contained in the Rights Circular is, to the best of our knowledge and belief, true and accurate in all respects and in accordance with the facts and contains no omission likely to affect its import;
2. We confirm that there have been no significant changes in the financial condition nor material adverse changes in the prospects of the Company since the date of the Rights Circular; and
3. We hereby make this sworn declaration that we have fully disclosed all material facts in the Rights Circular prepared in connection with the Issue.

Signed for and on behalf of **Nigerian Breweries Plc**
By its duly authorised representatives:

Mr. Hans Essaadi
Managing Director/CEO

Mr. Bernardus Wessels Boer
Director

Uaboi Godfrey Agbebaku Esq.
Company Secretary

DIRECTORS: S. Hiemstra (Dutch) - Chairman (Interim); H. Essaadi (Dutch) - Managing Director/Chief Executive; Mrs. J. Anammah; Mrs. A.O. Aroyewun; Mrs. S.O. Ojekwe-Onyejeli; Mrs. I.M. Omoigui Okauru, MFR; J.A.A. Overmars (Dutch); R. Pirmez (Belgian); I.A. Puri; B.A. Wessels Boer (Dutch).



Nigerian Breweries Plc
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CS.LD/2024/145/70

10th day of June 2024

THE MANAGING DIRECTOR
Vetiva Advisory Services Limited
Plot 266B, Kofo Abayomi Street
Victoria Island
Lagos

THE CHIEF EXECUTIVE
Stanbic IBTC Capital Limited
Stanbic IBTC Towers
Walter Carrington Crescent
Victoria Island
Lagos

Dear Sirs,

**NIGERIAN BREWERIES PLC'S RIGHTS ISSUE OF 22,607,491,232 ORDINARY SHARES
OF N0.50 EACH AT N26.50 PER SHARE (THE "TRANSACTION")**

Nigerian Breweries Plc ("Nigerian Breweries") is in the process of seeking registration of its Rights Issue with the Securities and Exchange Commission ("SEC").

Based on our review of the financial statements of Nigerian Breweries for the year ended 31 December 2023, we have a reasonable expectation that Nigerian Breweries has adequate resources to continue as a going concern into the foreseeable future.

This letter has been prepared only for the purposes of compliance with the rules and regulations of the SEC in relation to the Transaction.

Yours faithfully,
For and on behalf of **Nigerian Breweries Plc**

Mr. Bernardus Wessels Boer
Director

Uaboi Godfrey Agbebaku Esq.
Company Secretary

DIRECTORS: S. Hiemstra (Dutch) - Chairman (Interim); H. Essaadi (Dutch) - Managing Director/Chief Executive; Mrs. J. Anammah; Mrs. A.O. Aroyewun; Mrs. S.O. Ojekwe-Onyejeli; Mrs. I.M. Omoigui Okauru, MFR; J.A.A. Overmars (Dutch); R. Pirmez (Belgian); I.A. Puri; B.A. Wessels Boer (Dutch).



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11 June, 2024.

THE DIRECTORS

Nigerian Breweries Plc
1, Abebe Village Road
Iganmu
Lagos.

THE MANAGING DIRECTOR

Vetiva Advisory Services Limited
Plot 266B, Kofo Abayomi Street
Victoria Island
Lagos.

THE CHIEF EXECUTIVE

Stanbic IBTC Capital Limited
Stanbic IBTC Towers
Walter Carrington Crescent
Victoria Island
Lagos.

Dear Sirs/Madams,

GOING CONCERN STATUS OF NIGERIAN BREWERIES PLC IN RESPECT OF THE RIGHTS ISSUE OF 22,607,491,232 ORDINARY SHARES OF NO.50 EACH AT N26.50 PER SHARE (THE "TRANSACTION")

We have audited the consolidated and separate financial statements of Nigerian Breweries Plc ("Nigerian Breweries" or the "Company") for the year ended 31 December 2023, which was prepared in accordance with the International Financial Reporting Standards, the Companies Allied Matters Act 2020 and the Financial Reporting Council of Nigeria Act, 2011.

Based on our audit of the financial statements of Nigerian Breweries for the year ended 31 December 2023, we confirm that nothing has come to our attention that causes us to believe that the Company will not continue in operations as a going concern for the foreseeable future.

Yours faithfully

Chigozie Okoro
Partner



List of partners and partner equivalents available on the website
Associate of Deloitte Africa, a Member of Deloitte Touche Tohmatsu Limited

INCORPORATION BY REFERENCE

The following documents which have previously been published, and have been filed with the SEC and the NGX, shall be incorporated in, and form part of, this Rights Circular:

- a. The audited financial statements of Nigerian Breweries for the year ended, 31 December, 2023;
- b. The audited financial statements of Nigerian Breweries for the year ended, 31 December, 2022;
- c. The audited financial statements of Nigerian Breweries for the year ended, 31 December, 2021;
- d. The audited financial statements of Nigerian Breweries for the year ended, 31 December, 2020; and
- e. The audited financial statements of Nigerian Breweries for the year ended, 31 December, 2019.

Copies of the documents incorporated by reference will be available for inspection during normal business hours on any weekday (except public holidays), from Monday, 02 September, 2024 to Friday, 11 October, 2024, at the Lagos office of Nigerian Breweries Plc located at Iganmu House, 1, Abebe Village Road, Iganmu, Lagos State; for viewing on the website of the Company at www.nbplc.com; and at the offices of the Issuing Houses listed on page 15 of this Rights Circular.

HISTORICAL FINANCIAL INFORMATION

STATEMENT OF FINANCIAL POSITION (IFRS)

The following is a summary of the Company's Statement of Financial Position for the last five (5) years ended 31 December, 2023.

	2023	2022	2021	2020	2019
	₦'000	₦'000	₦'000	₦'000	₦'000
Assets					
Non-Current Assets					
Property, Plant and Equipment.....	440,787,687	357,922,963	255,630,534	213,369,121	201,362,280
Right of use assets	8,929,494	9,828,656	12,364,126	42,834,781	10,992,267
Intangible assets and goodwill	91,913,959	93,425,102	94,334,332	95,272,318	96,465,642
Investments	250,000	929,625	929,625	929,625	929,625
Deferred tax assets	23,710,466	-	-	-	-
Other receivables	2,152,592	2,022,169	1,134,459	911,375	651,781
Total non-current assets	567,744,198	464,128,515	364,393,076	352,317,320	310,401,595
Current assets					
Inventories.....	121,872,794	83,344,213	62,067,403	35,992,172	38,492,789
Trade and other receivables.....	49,075,068	42,837,156	24,714,756	10,457,436	20,910,443
Prepayments	2,970,328	1,958,201	2,852,868	3,745,422	3,500,168
Deposit for imports.....	16,206,296	6,898,323	11,891,422	11,575,510	2,840,214
Cash and cash equivalents	39,458,309	22,151,846	16,720,040	30,349,614	6,358,606
Assets held for sale	-	-	-	-	-
Total current assets	229,582,795	157,189,739	118,246,489	92,120,154	72,102,220
Total assets	797,326,993	621,318,254	482,639,565	444,437,374	382,503,815
Equity					
Share capital	5,138,066	5,138,066	4,037,916	3,998,451	3,998,451
Share premium	82,943,935	82,943,935	77,499,797	73,770,356	73,770,356
Share based payment reserves	1,469,827	944,383	170,753	214,506	501,557
Retained earnings	(24,383,216)	91,852,695	90,430,837	83,167,564	89,294,198
Equity attributable to owners of the Company	65,168,612	180,879,079	172,139,303	161,150,877	167,564,562
Non-controlling interest	-	-	-	-	-
Total equity	65,168,612	180,879,079	172,139,303	161,150,877	167,564,562
Liabilities					
Non-Current liabilities					
Loans and borrowings.....	136,283,827	2,425,875	6,831,273	39,636,707	38,893,313
Lease liabilities	1,684	14,622	-	-	-
Employee benefits.....	11,837,931	11,422,347	10,964,102	16,719,748	13,434,272
Deferred tax liabilities.....	-	18,407,463	23,281,997	17,854,115	23,171,027
Total non-current liabilities	148,123,442	32,270,307	41,077,372	74,210,570	75,498,612
Current Liabilities					
Loans and borrowings.....	205,318,151	119,824,926	24,542,067	51,810,629	16,826,218
Lease liabilities	29,561	17,313	-	-	-
Current tax liabilities	6,716,397	13,002,683	10,547,531	11,663,778	12,775,488
Dividend payable	14,621,974	9,007,012	10,437,847	7,707,091	5,742,085
Trade and other payables.....	354,861,470	264,553,856	223,384,434	137,858,575	102,717,787
Provisions	2,490,386	1,763,078	511,011	35,854	1,379,063
Total current liabilities.....	584,034,939	408,168,868	269,422,890	209,075,927	139,440,641
Total liabilities.....	732,158,381	440,439,175	310,500,262	283,286,497	214,939,253
Total equity and liabilities.....	797,326,993	621,318,254	482,639,565	444,437,374	382,503,815

HISTORICAL FINANCIAL INFORMATION

STATEMENT OF COMPREHENSIVE INCOME (IFRS)

The following is a summary of the Company's Statement of Comprehensive Income for the last five (5) years ended, 31 December, 2023.

	2023 ₦'000	2022 ₦'000	2021 ₦'000	2020 ₦'000	2019 ₦'000
Revenue	599,508,761	550,477,627	437,195,534	337,006,267	323,002,120
Cost of Sales	(387,032,454)	(337,310,437)	(276,871,996)	(218,335,350)	(191,756,513)
Gross profit.....	212,476,307	213,167,190	160,323,538	118,650,917	131,245,607
Other income	2,957,397	2,986,746	4,626,570	828,055	1,005,286
Selling and distribution expenses ...	(142,492,958)	(135,829,790)	(97,304,194)	(70,701,538)	(77,695,289)
Administrative expenses	(27,972,143)	(27,193,836)	(25,833,927)	(18,959,649)	(19,300,932)
Net release of expected credit loss on financial assets.....	(469,923)	(575,074)	-	-	-
Operating income	44,498,680	52,555,236	41,811,987	29,817,785	35,254,672
Finance income.....	513,239	349,192	313,523	246,283	260,700
Net loss on foreign exchange transactions	(153,332,605)	(26,342,415)	(7,041,448)	(4,770,390)	-
Finance cost	(36,368,316)	(8,469,483)	(11,154,266)	(13,585,933)	(12,188,282)
Net finance costs.....	(189,187,682)	(34,462,706)	(17,882,191)	(18,110,040)	(11,927,582)
Profit/(Loss) before income tax	(144,689,002)	18,092,530	23,929,796	11,707,745	23,327,090
Income tax.....	38,919,780	(4,167,444)	(11,002,633)	(4,182,124)	(7,222,327)
Profit/(Loss) for the year	(105,769,222)	13,925,086	12,927,163	7,525,621	16,104,763
Other comprehensive income for the year (Actuarial loss/gain)	(335,180)	55,571	3,084,305	(643,180)	3,104,294
Total comprehensive income/(loss) for the year	(106,104,402)	13,980,657	16,011,468	6,882,441	19,209,057

HISTORICAL FINANCIAL INFORMATION

STATEMENT OF CASH FLOWS (IFRS)

The following is a summary of the Company's Statement of Cashflows for the last five (5) years ended 31 December, 2023.

	2023 ₦'000	2022 ₦'000	2021 ₦'000	2020 ₦'000	2019 ₦'000
Cash flows for operating activities					
Profit/(loss) for the year.....	(105,769,222)	13,925,086	12,927,163	7,525,621	16,104,763
Adjustments for:					
Depreciation.....	45,896,122	37,516,197	39,528,146	36,714,893	31,397,431
Amortisation of intangible assets	1,639,085	1,567,363	1,522,215	1,439,338	1,327,628
Finance income.....	(513,239)	(349,192)	(313,523)	(246,283)	(260,700)
Interest expenses	36,368,316	8,469,483	11,154,266	13,585,933	8,384,809
Loss/(Gain) on foreign exchange transactions	5,557,480	(122,480)	-	-	-
Employee benefit charge.....	1,003,447	1,661,588	254,729	3,927,959	3,457,239
Share based payment charge.....	663,641	1,307,194	-	-	-
Gain on sale of property, plant and equipment	(117,044)	(692,924)	(2,982,451)	(10,163)	(978)
Gain on sale of subsidiaries/JVs/Associates.....	(329,547)	-	-	-	-
Changes in provisions	727,308	1,252,067	-	-	-
Income tax expense	(38,919,780)	4,167,444	11,002,633	4,182,124	7,222,327
Other non-cash items from disposal of subsidiary	-	-	-	-	(316,501)
	(53,793,433)	68,701,826	73,093,178	67,119,422	67,316,018
Changes in:					
Inventories.....	(38,528,581)	(21,276,810)	(26,075,231)	2,500,617	(5,985,965)
Trade and other receivables.....	(6,368,335)	(19,010,110)	(14,480,404)	10,193,417	14,253,250
Prepayments	(1,012,127)	894,667	892,554	(186,913)	(2,003,571)
Trade and other payables.....	80,142,435	25,351,337	96,847,431	49,032,081	(7,552,345)
Provisions	-	-	475,157	35,854	-
Deposits for imports	(9,307,973)	4,993,099	(315,912)	(8,735,296)	(365,935)
Cash (utilised by)/generated from operating activities.....	(28,868,014)	59,654,009	128,436,773	119,959,182	65,661,452
Changes in provisions	-	-	-	-	(183,915)
Income tax paid.....	(9,322,347)	(6,612,977)	(8,142,435)	(10,306,628)	(11,432,468)
Gratuity paid	(1,087,994)	(930,560)	(823,757)	(800,129)	(776,440)
Other long term employee benefits paid	(1,301,776)	(1,379,880)	(694,629)	(775,656)	(710,652)
Provisions paid	-	-	-	(1,379,063)	-
Share based payment.....	(138,197)	(533,564)	-	(304,117)	(407,099)
VAT paid	(33,908,828)	(27,690,633)	(27,975,295)	(21,600,140)	(13,574,225)
Net cash (utilized by)/generated from operating activities	(74,627,156)	22,506,395	90,800,657	84,793,449	38,576,653
Cash flows from investing activities					
Finance income.....	513,239	349,192	313,523	246,283	260,700
Proceeds from sale of property, plant and equipment	151,735	434,826	54,576	18,960	171,872
Acquisition of property, plant and equipment	(98,741,992)	(97,860,530)	(58,614,233)	(36,602,061)	(29,459,309)
Acquisition of right-of-use assets.....	(358,331)	(1,473,958)	(1,315,340)	(1,327,132)	100,000
Acquisition of intangible assets	(127,942)	(658,133)	(584,229)	(246,014)	(657,562)
Net cash used in investing activities	(98,563,291)	(99,208,603)	(60,145,703)	(37,909,964)	(29,784,299)
Cash flows from financing activities					

HISTORICAL FINANCIAL INFORMATION

Repayments of loans and borrowings...	(336,487,094)	(66,782,300)	(95,449,588)	(106,951,098)	-
Proceeds from loans and borrowings....	533,946,588	161,047,971	67,601,949	109,864,990	13,026,517
Repayment of lease liabilities.....	(16,480)	(113,540)	(8,638,138)	(6,310,987)	(970,525)
Interest paid	(18,777,537)	(4,695,251)	(5,550,218)	(8,451,315)	(7,582,642)
Cash received from Registrars	1,551,321	141,441	2,730,756	3,030,480	(1,596,594)
Dividends paid.....	(6,067,868)	(7,586,787)	(4,979,289)	(14,074,548)	(18,632,782)
Net cash from financing activities	174,148,930	82,011,534	(44,284,528)	(22,892,477)	(15,756,026)
Net increase in cash and cash equivalents	958,483	5,309,326	(13,629,574)	23,991,008	(6,963,672)
Effect of foreign exchange rate changes on cash and cash equivalents .	16,347,980	122,480	-	-	-
Cash and cash equivalents at 1 st January	22,151,846	16,720,040	30,349,614	6,358,606	13,322,278
Cash and cash equivalents at 31st December	39,458,309	22,151,846	16,720,040	30,349,614	6,358,606

HISTORICAL FINANCIAL INFORMATION

STATEMENT OF FINANCIAL POSITION (MANAGEMENT ACCOUNTS)

The following is a summary of the Company's Statement of Financial Position as of 31 March, 2024.

Q1 2024

₦'000

Assets

Non-Current Assets

Property, Plant & Equipment	440,100,274
Right of use assets	8,945,608
Intangible assets and goodwill	91,506,554
Investments	250,000
Deferred tax assets	38,343,742
Other receivables	2,000,544
Total non-current assets	581,146,722

Current assets

Inventories.....	127,407,356
Trade and other receivables.....	66,538,644
Prepayments	2,742,706
Deposit for imports.....	28,101,135
Cash and cash equivalents	52,386,314
Total current assets	277,176,155

Total assets	858,322,877
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Equity

Share capital	5,138,066
Share premium	82,943,935
Share based payment reserves	1,688,827
Retained earnings	(78,359,943)
Total equity	13,410,885

Liabilities

Non-Current liabilities

Loans and borrowings.....	172,125,861
Lease liabilities	-
Employee benefits.....	11,994,079
Total non-current liabilities	184,119,940

Current Liabilities

Loans and borrowings.....	297,509,280
Lease liabilities	35,932
Current tax liabilities	7,859,241
Dividend payable	14,621,974
Trade and other payables.....	338,062,239
Provisions	2,707,386
Total current liabilities.....	660,792,052
Total liabilities	844,911,992
Total equity and liabilities.....	858,322,877



HISTORICAL FINANCIAL INFORMATION

STATEMENT OF COMPREHENSIVE INCOME (MANAGEMENT ACCOUNTS)

The following is a summary of the Company's Statement of Comprehensive Income for the three (3) month period ended 31 March, 2024.

	Q1 2024
	₦'000
Revenue	227,101,650
Cost of Sales	(145,240,614)
Gross profit.....	81,861,036
Other income	621,178
Selling and distribution expenses	(45,012,563)
Administrative expenses	(10,733,594)
Net charge of expected credit loss on financial assets.....	(1,358,860)
Operating profit.....	25,377,197
Finance income.....	141,671
Net loss on foreign exchange transactions	(72,846,022)
Finance costs.....	(18,141,005)
Net Finance costs	(90,845,356)
Profit/(Loss) before income tax	(65,468,159)
Income tax.....	13,491,432
Profit/(Loss) for the year	(51,976,727)
Other comprehensive income for the year – net of tax:	-
Total comprehensive profit/(loss) for the year.....	(51,976,727)

HISTORICAL FINANCIAL INFORMATION

STATEMENT OF CASH FLOWS (MANAGEMENT ACCOUNTS)

The following is a summary of the Company's Statement of Cashflows for the three (3) month period ended 31 March, 2024.

	Q1 2024 ₦'000
Cash flows for operating activities	
Profit/(loss) before taxation	(51,976,727)
Adjustments for:	
Depreciation	12,011,243
Amortization of intangible assets	407,405
Finance income	(141,671)
Interest expenses	18,141,005
Loss/(Gain) on foreign exchange transactions	31,581,114
Gratuity, employee benefits, and share based payment charges	668,164
Loss/(Gain) on sale of property, plant, and equipment	(10,259)
Changes in provisions	217,000
Income tax expense	(13,491,432)
	(2,594,158)
Changes in:	
Inventories	(5,534,562)
Trade and other receivables	(17,311,528)
Prepayments	227,622
Trade and other payables	(17,830,544)
Deposit for imports	(11,894,839)
Cash generated from operating activities	(54,938,009)
Income tax paid	-
Gratuity paid	(188,925)
Other long term employee benefits paid	(466,377)
VAT paid	(12,117,751)
Net cash from operating activities	(67,711,062)
Cash flows from investing activities	
Finance income	141,671
Proceeds from sale of property, plant and equipment	20,232
Acquisition of property, plant and equipment	(6,839,896)
Acquisition of right of use asset	(292,548)
Acquisition of intangible assets	-
Net cash used in investing activities	(6,970,541)
Cash flows from financing activities	
Proceeds from loans and borrowings	121,047,263
Repayment of loans and borrowings	(20,732,285)
Interest paid	(8,846,651)
Payment of lease liability	(10,105)
Dividends paid	-
Net cash used in financing activities	91,458,222
Net increase in cash and cash equivalents	16,776,619
Effect of foreign exchange rate changes on cash and cash equivalents	(3,848,614)
Cash and cash equivalents at 1 st January	39,458,309
Cash and cash equivalents at 31st March	52,386,314

STATUTORY AND GENERAL INFORMATION

INCORPORATION AND SHARE CAPITAL HISTORY

Nigerian Breweries was incorporated in Nigeria on 16 November, 1946 and was listed on the NGX in 1973. As at the date of this Rights Circular, Nigerian Breweries has an issued and fully paid share capital of ₦5,138,066,189.00 comprising 10,276,132,378 Ordinary Shares of 50 Kobo each. The changes in the share capital of the Company since incorporation are summarized below:

Year	Authorised (₦)		Issued & Fully Paid-up (₦)		Consideration
Date	Increase	Cumulative	Increase	Cumulative	
1976	-	8,000,000	-	6,100,000	Cash
1976	1,150,000	9,150,000	3,050,000	9,150,000	Scrip/Bonus
1977	9,150,000	18,300,000	9,150,000	18,300,000	Scrip/Bonus
1978	3,660,000	21,960,000	3,660,000	21,960,000	Scrip/Bonus
1979	7,320,000	29,280,000	7,320,000	29,280,000	Scrip/Bonus
1980	7,320,000	36,600,000	7,320,000	36,600,000	Scrip/Bonus
1981	9,150,000	45,750,000	9,150,000	45,750,000	Scrip/Bonus
1983	11,437,750	57,187,000	11,437,500	57,187,500	Scrip/Bonus
1986	28,593,750	85,781,250	28,593,750	85,781,250	Scrip/Bonus
1990	28,593,750	114,375,000	28,593,750	114,375,000	Scrip/Bonus
1993	114,375,000	228,750,000	114,375,000	228,750,000	Scrip/Bonus
1995	228,750,000	457,500,000	228,750,000	457,500,000	Scrip/Bonus
1999	305,000,000	762,500,000	305,000,000	762,500,000	Scrip/Bonus
2000	737,500,000	1,500,000,000	182,224,609	944,724,609	Conversion
2001	-	-	570,218	945,294,827	Conversion
2002	500,000,000	2,000,000,000	945,294,827	1,890,589,654	Scrip/Bonus
2002	-	-	12,000	1,890,601,654	Conversion
2003	-	-	38,931	1,890,640,585	Conversion
2004	2,000,000,000	4,000,000,000	1,890,640,585	3,781,281,170	Scrip/Bonus
2012	-	4,000,000,000	71,046	3,781,352,216	Merger
2014	-	4,000,000,000	183,198,228	3,964,550,444	Merger
2017	1,000,000,000	5,000,000,000	33,900,582	3,998,451,026	Scrip Dividend
2021	-	5,000,000,000	39,464,924	4,037,915,950	Scrip Dividend
2022	-	5,000,000,000	72,537,000	4,110,452,950	Scrip Dividend
2022	138,066,189	5,138,066,189	1,027,613,239	5,138,066,189	Scrip/Bonus
2023	-	5,138,066,189	-	5,138,066,189	

SHAREHOLDING STRUCTURE

Pre-Issue

As at 31 March 2024, the 10,276,132,378 Ordinary Shares of 50 Kobo each in the issued share capital of Nigerian Breweries was beneficially held as follows:

Shareholder	No. of Ordinary Shares Held	%
Heineken Brouwerijen BV.	3,937,890,521	38.32
Distilled Trading International BV.	1,606,123,477	15.63
Stanbic IBTC Nominees Limited ¹	1,246,610,232	12.13

¹ Stanbic IBTC Nominees Limited holds shares on behalf of other foreign investors



STATUTORY AND GENERAL INFORMATION

Other Shareholders	3,485,508,148	33.92
Total	10,276,132,378	100.00

Post-Issue

It is expected that on completion of the Issue, if Existing Shareholders take up their rights in full, the Company's paid-up share capital should increase to ₦16,441,811,805 comprising 32,883,623,610 Ordinary Shares of 50 Kobo each, to be beneficially held as follows:

Shareholder	No. of Ordinary Shares Held	%
Heineken Brouwerijen BV.	12,601,249,667	38.32
Distilled Trading International BV.	5,139,595,126	15.63
Stanbic IBTC Nominees Limited	3,989,152,742	12.13
Other Shareholders	11,153,626,074	33.92
Total	32,883,623,610	100.00

DIRECTORS' BENEFICIAL INTEREST

The direct interest of Directors of Nigerian Breweries in the issued share capital of the Company as stated in the Register of Directors Shareholding and as notified by the Directors as at 31 March, 2024, in compliance with Sections 301 of the Companies and Allied Matters Act (CAMA) 2020 and the listing requirements of the NGX is as follows:

Name	Direct Holding	Indirect Holding	Total	%
Mr. Sijbe Hiemstra	Nil	Nil	Nil	-
Mr. Hans Essaadi	Nil	Nil	Nil	-
Mr. Bernardus Antonius Wessels Boer	Nil	Nil	Nil	-
Mrs. Ifueko Omoigui Okauru, MFR	44,990	Nil	44,990	0.00
Mr. Jaap Antoon Albert Overmars	Nil	Nil	Nil	-
Mr. Roland Pirmez	Nil	Nil	Nil	-
Mr. Ibrahim Ajimasu Puri	Nil	Nil	Nil	-
Mrs. Stella Obiamaka Ojekwe-Onyejeli	29,086	Nil	29,086	0.00
Mrs. Juliet Anammah	Nil	Nil	Nil	-
Mrs. Adeyinka Aroyewun	52,108	Nil	52,108	0.00
Uaboi Godfrey Agbebaku, Esq.(Company Secretary)	60,571	Nil	60,571	0.00

SUBSIDIARIES AND ASSOCIATED COMPANIES

As at the date of this Rights Circular, Nigerian Breweries holds equity stakes in the following companies:

S/N	Name of Subsidiary	% interest
1.	Progress Trust (CPFA) Limited	99
2.	Distell Wines & Spirits Nigeria Limited	80
3.	234 Stores Limited	99
4.	Nigerian Breweries-Felix Ohiwerei Education Trust Fund	100

INDEBTEDNESS

As at 31 March, 2024, the Company had outstanding indebtedness of ₦469.6 Billion, which included:

Total Indebtedness	₦'000
Loans and Borrowings (Current)	297,509,280
Loans and Borrowings (Non-current)	172,125,861
TOTAL	469,635,141



STATUTORY AND GENERAL INFORMATION

OFF BALANCE SHEET ITEMS

As of 31 March, 2024, the Company had no off balance sheet items.

CLAIMS AND LITIGATION

Nigerian Breweries Plc (the "Company") is involved in sixty (60) cases as at 15 May, 2024.

In the context of the contemplated Transaction, the Solicitors to the Transaction set a materiality threshold of ₦50,000,000.00 (Fifty Million Naira) (the "Materiality Threshold") with regard to the monetary reliefs claimed in cases against the Company. Of the sixty (60) cases, the Solicitors to the Transaction identified fifteen (15) cases within and above the Materiality Threshold.

Of the said fifteen (15) cases, the Company is: (i) Defendant in eleven (11) cases; (ii) Defendant to Counterclaim in one (1) case; and (iii) Appellant in three (3) cases in which judgment has been delivered against it.

The ascertainable monetary claims against the Company in the eleven (11) cases instituted against it, and the One (1) case where it is a Defendant to Counterclaim, is approximately ₦2,026,333,381,370.34 (Two Trillion, Twenty-Six Billion, Three Hundred and Thirty-three Million, Three Hundred and Eighty-One Thousand, Three Hundred and Seventy Naira, Thirty-Four Kobo). The amount referred to herein, does not include interest and costs which were not specifically claimed by the Claimants, but which may be awarded and ascertained or determined after the final resolution of the cases by the courts. Ultimately, the actual liability of the Company in these cases, including final awards for costs, will be as determined by the courts upon conclusion of the respective cases.

The total judgment sum in the three (3) cases in which judgment has been delivered against the Company, is approximately ₦868,768,032.26 (Eight Hundred and Sixty-Eight Million, Seven Hundred and Sixty-Eight Thousand, Thirty-Two Naira, Twenty-Six Kobo).

Of the total value of claims against the Company in the eleven (11) cases instituted against it, and the one (1) case where it is a Defendant to Counterclaim, the sum of ₦2,012,057,971,000.00 (Two Trillion, Twelve Billion, Fifty-Seven Million, Nine-Hundred and Seventy-One Thousand Naira) is claimed as damages and costs in one (1) case. The monetary sum in this suit, represents 99.3% of the total value of claims against the Company within and above the Materiality Threshold. The Solicitors to the Transaction are of the considered view that the Plaintiffs have not placed sufficient materials before the court to entitle them to the reliefs sought and are therefore not likely to succeed with the claim. Furthermore, Solicitors to the Transaction are of the opinion that the court is not likely to award damages in the said sum based on the well-known principle that the grant of general damages must be reasonable.

Therefore, the Solicitors to the Transaction are of the view that the contingent liability that may arise from the cases involving the Company where same are competently and diligently defended, is not likely to have a material adverse effect on the Company or the Transaction.

Save for the foregoing, the Solicitors to the Transaction are not aware of any claim or litigation pending or threatened against the Company which (i) materially or adversely affects the Company's ability to fulfil its obligations under the Transaction; and/or; (ii) affect the validity of the proposed Transaction or restrict the proceedings or actions of the Company with respect to the Transaction.

MATERIAL CONTRACTS

As at the date of this Rights Circular, save for the Vending Agreement which the Company will enter into in respect of the Rights Issue and the other material contracts referred to in this Rights Circular, the Company has not entered into any agreements outside the ordinary course of business which are or will adversely impact the Transaction.

PURPOSE OF ISSUE AND USE OF PROCEEDS

In the Company's ordinary course of business, Nigerian Breweries funds part of its operations through debt facilities from a wide range of sources. In 2023, the Company obtained loan facilities from Heineken BV. and financial institutions to fund its operational needs. The Company also has outstanding foreign

STATUTORY AND GENERAL INFORMATION

currency denominated liabilities that were incurred in respect of payments for procurement of raw materials and finished goods, packaging, equipment for the breweries as well as royalties for trademark and technology licences, from related parties. Whilst the royalties for trademark and technology licenses are local currency denominated, they must be remitted to the related parties in foreign currency.

The Rights Issue is part of Nigerian Breweries' Business Recovery Plan to strengthen the Company's capital base by deleveraging its balance sheet, eliminating certain FX-related exposures and supporting its working capital, thereby giving the Company greater financial flexibility to promote business growth and continuity.

After the deduction of the estimated Issue costs and expenses of ₦8,099,094,612.41 (Eight Billion, Ninety-Nine Million, Ninety-Four Thousand, Six Hundred and Twelve Naira, Forty-Four Kobo) (representing 1.35% of the Issue proceeds) and assuming full subscription of the Issue, it is currently anticipated that the net Issue proceeds of ₦590,999,423,035.59 (Five Hundred and Ninety Billion, Nine Hundred and Ninety-Nine Million, Four Hundred and Twenty-Three Thousand, Thirty-Five Naira, Fifty-Nine Kobo) will be applied as follows:

S/N	Utilisation	₦'mn	%	Completion Period
1.	Payment of foreign currency denominated obligations	311,423.70	52.69	Immediate
2.	Payment of local currency denominated obligations	279,575.72	47.31	Immediate
	Total	590,999.42	100	

Payment of Foreign Currency Denominated Obligations

The foreign currency denominated obligations include inter-company loan from Heineken BV. (Nigerian Breweries' parent company), trade payables to parties within the Heineken Group as well as invisible payments related to royalties for trademark, technology licenses and reimbursable charges owed to Heineken.

S/N	Obligation	€'000	₦'mn
1.	Inter-Company Loan	100,125.81	160,201.29
2.	Trade payables	35,627.98	57,004.78
3.	Invisible trades	58,886.02	94,217.63
	Total	194,639.82	311,423.70

The actual amounts payable may have changed at the time of receipt of the Rights Issue proceeds due to Naira to foreign currency exchange rate and/or ongoing business operations.

Payment of Local Currency Denominated Obligations

The Company has local currency denominated obligations comprising credit facilities to domestic banks and institutions totaling ₦354.49 Billion.

S/N	Obligation	Outstanding (₦'mn)	Repayment (₦'mn)
1.	Outstanding balance due to the Bank of Industry	2,499.99	0.00
2.	Outstanding balance due to Guaranty Trust Bank	90,000.00	50,000.00
3.	Outstanding balance due to Stanbic IBTC Bank	30,000.00	25,000.00
4.	Outstanding balance due to United Bank for Africa	20,000.00	14,000.00



STATUTORY AND GENERAL INFORMATION

5.	Outstanding balance due to Zenith Bank	212,000.00	190,575.72
	Total	354,499.99	279,575.72

In any event, repayment of the foreign currency denominated obligations will be prioritized, unless there are severe foreign currency liquidity issues in Nigeria.

Additional Information

The Shareholders' resolution approving the Rights Issue provides that any outstanding amounts owed by the Company under any shareholder loan, trade payables or other loan facility due to any person may be applied towards payment for any rights or shares subscribed for by such person under the Rights Issue.

COSTS AND EXPENSES

The costs, charges, and expenses of and incidental to the Issue including fees payable to the SEC and the NGX, professional parties, brokerage and printing and distribution expenses, are estimated at about ₦8,099,094,612.41 representing 1.35% of the Issue proceeds and are payable by Nigerian Breweries.

UNCLAIMED DIVIDENDS

The total amount of unclaimed dividends as at 31 December, 2023 was ₦5.5 Billion. In addressing the issue of unclaimed/unpaid dividends, the Company has put in place various measures to create awareness, which include sending a list of unclaimed dividends to Shareholders and making it available at AGMs. In addition, the Company places notices on its website and encourages Shareholders to open e-dividend accounts to enable payments directly into Shareholders' accounts.

OVERVIEW OF CORPORATE GOVERNANCE

Nigerian Breweries adopts a responsible attitude towards corporate governance. The Board continues to ensure that the Company complies with relevant corporate governance provisions and principles as well as adopt best corporate governance practices. The Board is committed to implementing the corporate governance principles and guidelines contained in the Nigerian Code of Corporate Governance, 2018 ("NCCG"), the SEC Corporate Governance Guidelines, 2020 and the CAMA.

1. Board of Directors

The Board is currently made up of ten (10) members comprising two (2) Executive Directors, five (5) Non-Executive Directors and three (3) Independent Non-Executive Directors.

The Board is inter alia, responsible for supervising the conduct of business by Management as well as the general cause of affairs in the Company; assessing the Company's corporate strategy and general policy; the development of the Company's financial position, risk management systems and other systems; the Company's organisational structure; and the Company's social policy.

2. Governance Committee

The responsibilities of the committee include making recommendations to the Board on candidates for appointment as Directors based on the guidelines set by the Board as well as reviewing executive remuneration and determining specific remuneration packages for Directors. Also, the committee is responsible for ensuring the development of corporate governance policies and procedures in the Company in accordance with national and international best practices.

3. Risk Management and Ethics Committee

The committee determines the risk management and ethics standards, policies, procedures and processes of the Company (including the Code of Business Conduct) and is also responsible for assessing the adequacy and effectiveness of the Company's management of the risk and compliance function of the Company. Members of the Executive Committee as well as the Head of Process & Control Improvement Department (responsible for internal audit), attend the meetings of the committee that are dedicated to issues of risk management.

STATUTORY AND GENERAL INFORMATION

4. Statutory Audit Committee

The committee, as part of its functions, reviews the Company's overall control systems, financial reporting arrangements and standards of business conduct. Members of the Statutory Audit Committee have direct access to the Process & Control Improvement Department and the Independent Auditor. The statutory functions of the committee are provided for in Section 404(7) of CAMA.

5. Executive Committee

The Executive Committee ("ExCo") is the Management Team and is responsible for agreeing priorities, allocating resources, setting overall corporate targets, agreeing and monitoring divisional strategies and plans. It has responsibilities for superintending the affairs of the business on a day-to-day basis. It is chaired by the Managing Director/Chief Executive Officer of the Company.

RESEARCH AND DEVELOPMENT

In 2023, Nigerian Breweries invested ₦97 Million in research and development. This expenditure focused on local sourcing initiatives and technological control enhancements.

MERGERS AND TAKEOVERS

At an Extra-Ordinary General Meeting held on 20 December, 2023, the Shareholders of the Company approved the acquisition of an 80% stake in Distell Wines and Spirits Nigeria Limited (Distell Nigeria) and 100% of the import business of Heineken Beverages (Holdings) Limited (Heineken Beverages). The acquisition is part of efforts to provide access to a complementary multi-category portfolio of fast-growing brands of wines and spirits market segment and capture significant growth opportunities in the wines and spirits segment of the brewing industry. The consideration for the acquisition approved by the Shareholders is about ₦7.7 Billion. The completion of the acquisition was announced by the Company on 01 June, 2024.

RELATIONSHIP BETWEEN THE COMPANY AND ITS ADVISERS

As at the date of this Rights Circular, there is no relationship between the Company and its advisers except in the ordinary course of business.

RELATED PARTY TRANSACTIONS

The Company has related party relationships with its parent company, Heineken N.V. and other related parties who are related to the Company only by virtue of being members of the Heineken Group. These related party transactions as at 31 March, 2024 are as follows:

Purchases	₦'000
Other related parties	151,796,994

Technical Service Fees & Royalties	₦'000
Parent	8,753,774
Other related parties	39,515,485
Total	48,269,258

Sales and Others	₦'000
Other related parties	6,174,375

DECLARATIONS

Except as otherwise disclosed in this Rights Circular:

- No share of Nigerian Breweries is under any option or agreed conditionally or unconditionally to be put under option;
- No commission, brokerages or other special terms have been granted by Nigerian Breweries to any person in connection with the issue or sale of any share of the Company;
- Save as disclosed herein, the Directors of Nigerian Breweries have not been informed of any shareholding representing 5% or more of the issued share capital of the Company;
- There are no material service agreements between Nigerian Breweries and any of its Directors and employees other than in the ordinary course of business;
- No Director of the Company has had any interest, direct or indirect, in any property purchased or proposed to be purchased by the Company in the three years prior to the date of this Rights Circular; and
- No Director or key management personnel has been involved in any of the following (in or outside Nigeria):
 - A petition under any bankruptcy or insolvency laws filed (and not struck out) against such person or any partnership in which he was a partner or any company of which he was a director or key personnel;
 - A conviction in a criminal proceeding or is named subject of pending criminal proceedings relating to fraud or dishonesty; or
 - The subject of any order, judgment or ruling of any court of competent jurisdiction or regulatory body relating to fraud or dishonesty, restraining him from acting as an investment adviser, dealer in securities, director or employee of a financial institution and engaging in any type of business practice or activity.

STATUTORY AND GENERAL INFORMATION

CONSENTS

The under listed parties have given and not withdrawn their written consents to the issue of this Rights Circular with their names and reports (where applicable) included in the form and context in which they appear:

Directors	Mr. Sijbe Hiemstra	<i>Chairman (Interim)</i>
	Mr. Hans Essaadi	<i>Managing Director/CEO</i>
	Mr. Bernardus Antonius Wessels Boer	<i>Executive Director</i>
	Mrs. Ifueko Omoigui Okauru, MFR	<i>Non-Executive Director</i>
	Mr. Jaap Antoon Albert Overmars	<i>Non-Executive Director</i>
	Mr. Roland Pirmez	<i>Non-Executive Director</i>
	Mr. Ibrahim Ajimasu Puri	<i>Non-Executive Director</i>
	Mrs. Juliet Anammah	<i>Independent Non-Executive Director</i>
	Mrs. Stella Obiamaka Ojekwe-Onyejeli	<i>Independent Non-Executive Director</i>
	Mrs. Adeyinka Aroyewun	<i>Independent Non-Executive Director</i>
Company Secretary	Mr. Uaboi Godfrey Agbebaaku, Esq.	
Lead Issuing House	Vetiva Advisory Services Limited	
Joint Issuing House	Stanbic IBTC Capital Limited	
Solicitors	Banwo & Ighodalo	
Stockbrokers	Stanbic IBTC Stockbrokers Limited	
	Vetiva Securities Limited	
	Foresight Securities & Investments Limited	
	Greenwich Securities Limited	
	Lighthouse Capital Limited	
Auditors	Deloitte & Touche	
Registrar	First Registrars & Investor Services Limited	
Receiving Banks	Guaranty Trust Bank Limited	
	Rand Merchant Bank Limited	
	Stanbic IBTC Bank Limited	
	Zenith Bank Plc	

DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents may be inspected at the registered office of the Company and at the respective offices of the Issuing Houses as listed on page 15 during normal business hours (between 8:00a.m. and 5:00p.m.) on any Business Day from the date of this Rights Circular throughout the Acceptance Period:

- Certificate of Incorporation of the Company;
- The Memorandum and Articles of Association of the Company;
- This Rights Circular issued in respect of the Issue;
- The Audited Financial Statements of the Company for each of the five years up to the year ended 31 December, 2023;
- The unaudited financial statements of the Company for the three months ended 31 March, 2024;
- The Shareholders' Resolutions authorizing the Issue;

STATUTORY AND GENERAL INFORMATION

- The Board Resolution authorizing the Issue;
- The list of outstanding claims and litigation referred to on page 50;
- The material contracts referred to on page 50;
- The written consents referred to on page 55;
- Letter of approval from the SEC; and
- Letter of approval from the NGX.



Wednesday, 28 August, 2024

Dear Sir/Madam,

RIGHTS ISSUE OF 22,607,491,232 ORDINARY SHARES OF 50 Kobo EACH AT ₦26.50 PER SHARE BY NIGERIAN BREWERIES PLC ("NIGERIAN BREWERIES" OR THE "COMPANY")

1. Provisional Allotment

The letter dated Wednesday, 17 July, 2024 from the Chairman, which is provided on pages 17 - 18 of the Rights Circular contains particulars of the Rights Issue now being made. The Directors have provisionally allotted to you the number of new shares set out on the first page of the enclosed Acceptance/Renunciation Form, representing eleven (11) new Ordinary Shares for every five (5) Ordinary Shares held registered in your name at the close of business on 12 July, 2024. The new Ordinary Shares will rank *pari passu* in all respects with the existing Ordinary Shares of the Company. You may accept all or some of the shares allotted to you or renounce your rights to all or some of them. If you are accepting the provisional allotment in full, kindly complete box A of the Acceptance/Renunciation Form, while if renouncing your rights partially or in full, kindly complete box B of the form. You may also apply for additional shares over and above your provisional allotment as described below.

2. Acceptance and Payment

The receipt of payment with your Acceptance/Renunciation Form will constitute an acceptance of all or part of this allotment on the terms of this letter, subject to the Memorandum and Articles of Association of the Company and the clearance of the Securities and Exchange Commission. If payment is not received by the close of the acceptance period, the provisional allotment will be deemed to have been declined and will be cancelled. You may participate in the Rights Issue through any of the following methods:

a) Full Acceptance

If you wish to accept this provisional allotment in full, please complete box A of the Acceptance/Renunciation Form. The completed Acceptance/ Renunciation Form together with a cheque or bank draft for the full amount payable must be submitted to any of the Receiving Agents listed on page 59 of the Rights Circular not later than Friday, 11 October, 2024. The cheque or draft must be made payable to the Receiving Agent and crossed "NIGERIAN BREWERIES PLC RIGHTS" with your name, address and mobile number written on the back of the cheque or draft. All cheques and drafts will be presented for payment on receipt and all Acceptance/ Renunciation Forms in respect of which cheques are returned unpaid for any reason will be rejected and returned via bank transfer.

Shareholders who wish to make payments electronically for their rights, should contact any of the Receiving Agents listed on page 59 of this Rights Circular for the transfer details.

Any payment value exceeding ₦10 Million should be made via SWIFT, RTGS or NEFT into the designated account provided by the Receiving Agent. Such payment must include the subscriber's full name in the transfer instruction narrative: "[FULL NAME OF SHAREHOLDER]'s PAYMENT FOR NIGERIAN BREWERIES PLC RIGHTS".

b) Partial Acceptance

To accept your provisional allotment partially, please complete box B of the Acceptance/Renunciation Form and submit the completed Acceptance/Renunciation Form to any of the Receiving Agents listed on page 59 of this document together along with full amount payable in respect of the number of shares you wish to accept. Payment should be made as described above.

c) Applying for Additional Shares

PROVISIONAL ALLOTMENT LETTER

This may be done by completing items (ii) and (iii) of box A of the Acceptance/ Renunciation Form. Payment should be made in accordance with paragraph 2(a) above. Shareholders who apply for additional shares using the Acceptance/Renunciation Form will be subject to the allotment process and may therefore be allotted less than the number of additional shares applied for.

3. Payment

All payments should be made into the offer bank account provided below:

Account Name	Account Number	Bank
Vetiva/Nigerian Breweries Rights Issue	0931017095	Guaranty Trust Bank Limited
Nigerian Breweries Rights Issue	1000188214	Rand Merchant Bank Limited
Nigerian Breweries Plc Rights Issue Proceeds Account	0060544794	Stanbic IBTC Bank Limited
Nigerian Breweries Plc - Rights Issue Account	1312346220	Zenith Bank Plc

4. Trading in Rights on the NGX

The approval of the NGX has been obtained for trading in the Rights of the Company. The Rights will be tradable throughout the offer period at the price at which the Rights are admitted on the NGX. If you wish to trade your Rights, you may do so on the floor of the NGX between Monday, 02 September, 2024 and Friday, 11 October, 2024. Please complete item iii of box B of the Acceptance/Renunciation Form and contact your stockbroker for assistance. If you wish to purchase traded Rights, please contact your stockbroker who will guide you regarding payment and the procedure for purchasing traded Rights. Any purchaser of Rights may also trade those Rights between these dates.

5. Allotment of Additional Shares

Ordinary shares which are not taken up by the Offer Closing Date will be allotted on a pro-rated basis to Existing Shareholders who apply for additional shares i.e. all subscribers will be allotted equal proportion of the amount applied for according to the Rules and Regulations of the Securities and Exchange Commission.

6. Subscription Monies

Acceptance/Renunciation Forms must be accompanied with the full amount due on acceptance all subscription monies will be retained in interest yielding bank accounts by the Receiving Bank.

7. Surplus Application Monies

If any application for additional shares is not accepted or accepted for fewer shares than the number of shares applied for; a cheque for the balance of the amount paid together with accrued interest will be returned by bank transfer within five (5) working days of allotment approval by SEC. Any electronic payment with a value exceeding ₦10 Million would be made via RTGS or NEFT into the affected subscriber's bank account details stated on the Acceptance/Renunciation Form.

8. Rounding Principle

The allocation of Rights Issue shares will be such that Shareholders will not be allocated a fraction of a Rights Issue share and as such any shareholding giving rise to a fraction of less than one of a Rights Issue will be rounded to the nearest whole number.

9. Settlement

The CSCS accounts of Shareholders will be credited immediately after allotment.

Yours faithfully,

For: **Nigerian Breweries Plc**

UABOI GODFREY AGBEBAKU, ESQ.

Company Secretary



RECEIVING AGENTS

A copy of the Rights Circular has been forwarded to each of the Shareholders whose names appeared in the Company's Register of Members as at 12 July, 2024. The completed Participation Forms together with a cheque, bank draft or evidence of payment via bank transfer for the full amount payable may be returned to any of the receiving agents listed below to whom brokerage will be paid at the rate of 0.5% of the value of shares allotted in respect of the Acceptance Forms bearing their official stamp.

The Company and Issuing Houses cannot accept responsibility for the conduct of any of the institutions listed below. Shareholders are therefore advised to conduct their own enquiries before choosing an agent to act on their behalf. Evidence of lodgement of funds at any of the Receiving Agents listed below, in the absence of corresponding evidence of receipt by the Issuing Houses cannot give rise to a liability on the part of the Issuing Houses or the Company under any circumstances.

BANKS

Access Bank Plc Citibank Nigeria Limited Ecobank Nigeria Plc Fidelity Bank Plc First Bank of Nigeria Plc	First City Monument Bank Limited Guaranty Trust Bank Limited Heritage Bank Plc Keystone Bank Limited Polaris Bank	Providus Bank Limited Stanbic IBTC Bank Limited Standard Chartered Bank Nigeria Limited Sterling Bank Limited	Union Bank of Nigeria Plc United Bank for Africa Plc Unity Bank Plc Wema Bank Plc Zenith Bank Plc
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ISSUING HOUSES, STOCKBROKERS AND OTHERS

Issuing Houses Vetiva Advisory Services Limited Stanbic IBTC Capital Limited Stockbrokers Absa Securities Nigeria Limited Adamawa Securities Limited Afrinvest Securities Limited Anchoria Investment and Securities Limited Apel Asset Limited Apt Securities and Funds Limited Arm Securities Limited Arthur Steven Asset Management Limited Associated Asset Managers Limited Atliss Portfolios Limited Ava Securities Limited Bauchi Investment Corporation Limited Belfry Investments and Securities Limited Bestworth Asset and Trust Limited Calyx Securities Limited Camry Securities Limited Capital Assets Limited Capital Bancorp PLC Capital Express Securities Limited Capital Trust Brokers Limited CardinalStone Securities Limited Cashville Investments & Securities Limited CDL Capital Markets Limited Centre Point Investments Limited Century Securities Limited Chapel Hill Denham Securities Limited Chartwell Securities Limited Citi Investment Capital Limited City Code Trust & Investment Company Limited Compass Investments & Securities Limited Cordros Securities Limited Core Securities Limited Coronation Securities Limited Cowry Securities Limited Crossworld Securities Limited Crown Capital Limited CSL Stockbrokers Limited Deep Trust & Investment Limited De Lords Securities Limited Dependable Securities Limited DLM Securities Limited Dominion Trust Limited DSU Brokerage Services Limited Dunbell Securities Limited Dynamic Portfolio Limited ECL Asset Management Limited EDC Securities Limited Edgefield Capital Management Limited EFG Hermes Nigeria Limited El-Elyon Alliance & Securities Limited Enterprise Stockbrokers PLC Equity Capital Solutions Limited	Eurocomm Securities Limited Express Portfolio Services Limited Falcon Securities Limited FBC Trust & Securities Limited FBNQuest Securities Limited FCSL Asset Management Company Limited Fidelity Finance Company Limited Financial & Analytics Capital Limited Financial Trust Company Nigeria Limited Finmal Finance Services Limited FIS Securities Limited Foresight Securities & Investment Limited Forte Financial Limited Forthright Securities & Investments Limited Fortress Capital Limited FSDH Capital Limited FSL Securities Limited Funds Matrix & Asset Management Limited Fundvine Capital & Securities Limited Futureview Securities Limited GDL Stockbrokers Limited Gem Assets Management Limited Gidauniya Investment & Securities Limited Global Asset Management (Nig) Limited Globalview Capital Limited Golden Securities Limited Greenwich Securities Limited Grune Capital Limited GTI Securities Limited Harmony Investment & Securities Limited Heartbeat Investments Limited Hedge Securities & Investments Company Limited Heritage Capital Market Limited ICMG Securities Limited Icon Stockbrokers Limited Imperial Assets Managers Limited Integrated Trust & Investments Limited Interstate Securities Limited Investment One Stockbrokers Int'l Limited Investment Shark & Assets Management Limited Investors & Trust Company Limited ITIS Securities Limited Kapital Care Trust & Securities Limited Kedari Capital Limited Kinley Securities Limited Kofana Securities & Investment Limited Kundila Finance Services Limited Lambeth Capital Limited Lead Securities & Investment Limited Lighthouse Capital Limited	Magnartis Finance & Investment Limited Mainstreet Bank Securities Limited Marimpex Finance & Investment Co. Limited MBC Securities Limited Mega Equities Limited Meristem Stockbrokers Limited Midas Stockbrokers Limited Milestone Capital Management Limited Mission Securities Limited Molten Trust Limited Morgan Capital Securities Limited Mountain Investment & Securities Limited Network Capital Limited Network Securities & Finance Limited Newdevco Investment & Securities Limited Nigerian Stockbrokers Limited Norrnberger Securities Limited Nova Finance & Securities Limited NOVAMBL Securities Limited Osborne Capital Markets Limited PAC Securities Limited Parthian Partners Limited Phronesis Securities Limited Pilot Securities Limited Pinefields Investment Services Limited PIPC Securities Limited Pivot Capital Limited Planet Capital Limited Portfolio Advisers Limited Premium Capital and Stockbrokers Limited Primewealth Capital Limited Prominent Securities Limited PSL Capital Limited Pyramid Securities Limited Quantum Zenith Securities & Investments Limited Rainbow Securities Limited Readings Investments Limited Regency Assets Management Limited Rencap Securities (Nig) Limited Resort Securities Limited Reward Investments & Services Limited RMB Nigeria Stockbrokers Limited Rostrum Investment & Securities Limited Rowet Capital Management Limited Royal Crest Finance Limited Royal Guaranty & Trust Limited Sankore Securities Limited Santrust Securities Limited Securities Africa Financial Limited Securities & Capital Management Company Limited	Securities Africa Financial Limited Security Swaps Limited Shalom Investment & Securities Limited Shelong Investment Limited Sigma Securities Limited Signet Investments & Securities Limited Skyview Capital Limited Smadac Securities Limited Solid Rock Securities & Investment PLC Spring Board Trust & Investment Limited Spring Trust & Securities Limited Stanbic IBTC Stockbrokers Limited Standard Union Securities Limited StoneX Financial Nigeria Limited The Bridge Securities Limited Tiddo Securities Limited Tomil Trust Limited Topmost Securities Limited Tower Securities & Investment Company Limited Trade link Securities Limited Traders Trust & Investment Company Limited Transworld Investment & Securities Limited Trustbanc Capital Management Limited Trusthouse Investment Limited TRW Stockbrokers Limited Tyndale Securities Limited UCML Capital Limited UIDC Capital Limited UNEX Capital Limited United Capital Securities Limited Valmon Securities Limited Valueline Securities & Investment Limited Vetiva Securities Limited WCM Capital Limited WSTC Securities Limited Zion Stockbrokers & Securities Limited
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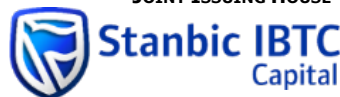
ACCEPTANCE/RENUNCIATION FORM

LEAD ISSUING HOUSE



VETIVA
ADVISORY SERVICES LIMITED
RC 1804609

JOINT ISSUING HOUSE



RC: 1031358

On behalf of



RC 613

Rights Issue of 22,607,491,232 Ordinary Shares of 50 Kobo each at ₦26.50 per share on the basis of eleven (11) new Ordinary Shares for every five (5) shares held as at 12 July, 2024

APPLICATION LIST OPENS:
Monday, 02 September, 2024

APPLICATION LIST CLOSES:
Friday, 11 October, 2024

PAYABLE IN FULL ON ACCEPTANCE

INSTRUCTIONS FOR COMPLETING THE ACCEPTANCE/RENUNCIATION FORM

- Acceptance and/or renunciation must be made on this Participation Form.
- Allottees should complete only ONE of the boxes marked A and B on the reverse of this form. Shareholders accepting the provisional allotment in full should complete box A and submit their Acceptance/Renunciation Forms to any of the Receiving Agents listed on page 59 of the Rights Circular together with an electronic transfer, cheque or bank draft made payable to the Receiving Agent for the full amount payable on acceptance. The cheque or draft must be crossed "NIGERIAN BREWERIES RIGHTS", with the name, address and mobile number of the shareholder written on the back.
 - Any payment value exceeding ₦10 Million should be made via SWIFT, RTGS or NEFT into the designated Issue Proceeds Account stated below:

Account Name	Vetiva/Nigerian Breweries Rights Issue	Nigerian Breweries Rights Issue	Nigerian Breweries Plc Rights Issue Proceeds Account	Nigerian Breweries Plc- Rights Issue Account
Bank Name	Guaranty Trust bank Limited	Rand Merchant Bank Limited	Stanbic IBTC Bank Limited	Zenith Bank Plc
Account Number	0931017095	1000188214	0060544794	1312346220
 - Evidence of all electronic transfers must be submitted to the Receiving Agents and the Issuing House. If payment is not received by Friday, 11 October, 2024, the provisional allotment will be deemed to have been declined and will be cancelled.
- Shareholders accepting their provisional allotment partially should complete box B and submit their Acceptance/Renunciation Forms to any of the Receiving Agents listed on page 59 of the Rights Circular together with the evidence of payment transfer for the partial acceptance in accordance with 2 above.
- Shareholders renouncing the provisional allotment partially or in full, who also wish to trade their rights on the floor of NGX should complete item (iii) of box B. They should obtain a Transfer Form from their stockbroker, complete it in accordance with these instructions, and return it to the stockbroker together with the completed Participation Form and the amount payable/evidence of transfer for any partial acceptance in accordance with 2 above.
- Shareholders who wish to acquire additional shares over and above their provisional allotment should apply for additional shares by completing item (ii) and (iii) of box A.
- All cheques or bank drafts for amounts below ₦10 Million will be presented for payment on receipt and all acceptances/applications in respect of which cheques are returned unpaid for any reason will be rejected and cancelled. Shareholders are advised to obtain an acknowledgement of the amount paid from the Receiving Agent through which this Acceptance/Renunciation Form is lodged.
- Joint allottees must sign on separate lines in the appropriate section of the Participation Form.
- Acceptance/Renunciation Forms of corporate allottees must bear their incorporation numbers and corporate seals and must be completed under the hands of duly authorised officials who should also state their designations.

FOR REGISTRAR'S USE ONLY

Number of Ordinary Shares Provisionally Allotted	Number of Ordinary Shares Accepted	Number of Additional Ordinary Shares applied for	Number of Ordinary Shares Renounced	Number of Additional Ordinary Shares allotted	Total number of Ordinary Shares Allotted	Total amount payable	Amount paid	Amount to be returned	Bank draft/cheque number
						₦	₦	₦	

STAMP OF RECEIVING AGENT



ACCEPTANCE/RENUNCIATION FORM

Care should be taken to comply with the instructions set out on the front of this form. If you are in doubt as to what action to take, you should immediately consult your Stockbroker, Accountant, Banker, Solicitor, Independent Investment Adviser or any other professional adviser for guidance.

Name of Stockbroker.....

CHN Number.....

Stockbroker Code.....

CSCS Number.....

A. FULL ACCEPTANCE / REQUEST FOR ADDITIONAL ORDINARY SHARES																																																																																																																							
i. I / We accept in full, the provisional allotment shown on the front of this form.																																																																																																																							
ii. I / We also apply for additional ordinary shares:																																																																																																																							
Number of Additional ordinary shares applied for															Additional amount payable at ₦26.50 per share																																																																																																								
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I / We agree to accept the same or smaller number of additional shares in respect of which allotment may be made to me/us, in accordance with the Provisional Allotment Letter contained in the Rights Circular.																																																																																																																							
iii. I / We enclose my / our cheque / bank draft / evidence of payment transfer for ₦ being the sum of the amount payable as shown on the front of this form, and the additional amount payable as shown in item (ii) above.																																																																																																																							
Cheque details: Name of bank / cheque number/branch.....																																																																																																																							
B. RENUNCIATION OR PARTIAL ACCEPTANCE																																																																																																																							
1 Number of ordinary shares accepted															2 Amount payable at ₦26.50 per share										3 Number of ordinary shares renounced																																																																																														
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i. I / We accept only the number of ordinary shares shown in column (1) above and enclose my/our cheque / bank draft for the value shown in column (2) above. Cheque details: Name of bank / cheque number / branch.....																																																																																																																							
ii. I / We hereby renounce my / our rights to the ordinary shares shown in column (3) above, being the balance of the ordinary shares allocated to me / us.																																																																																																																							
iii. I / We confirm that I / We wish to trade my / our rights of ordinary shares on the floor of the NGX. I / We shall obtain a Transfer Form from my / our stockbroker, complete it in accordance with his instructions and return it to the stockbroker with the form.																																																																																																																							
MUST BE FULLY COMPLETED FOR BOTH A AND B																																																																																																																							
Name (s) (in block letters)																																																																																																																							
Next of Kin																																																																																																																							
Daytime Telephone Number															Mobile (GSM) Telephone Number																																																																																																								
Email Address																																																																																																																							
BANK DETAILS (FOR E-DIVIDEND)																																																																																																																							
Name of Bank																																																																																																																							
Branch															Incorporation Number and Seal of Corporate Allottee																																																																																																								
Account Number															BVN																																																																																																								
Signature															2 nd Signature (Joint only)																																																																																																								
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Designation (corporate only):															Designation (corporate only):																																																																																																								
C. TRADING IN RIGHTS																																																																																																																							
i) Shareholders who wish to trade in their rights partially or in full may trade such rights on the floor of NGX. The rights will be traded actively on the floor of the NGX																																																																																																																							
ii) Shareholders who wish to acquire additional shares over and above their provisional allotment should apply for additional shares by completing item (ii) of box A above.																																																																																																																							
iii) Shareholders who purchase rights on the floor of the NGX are guaranteed the number of shares purchased: they will not be subject to the allotment process in respect of shares so purchased. Those that apply for additional shares by completing item (ii) of box A will be subject to the allotment process i.e. they may be allotted a smaller number of additional shares than what they applied for.																																																																																																																							