



Annual Report 2022 and
Notice of Annual General Meeting

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Company information

Registration number	2019/616052/06
Entity domicile	South Africa
Legal form	Public company
Country of incorporation	South Africa
Date of incorporation	5 December 2019
Address of registered office	65 Park Lane Sandown 2196
Principal activity	Acquiring and holding ordinary shares in Anheuser Busch InBev SA/NV
Active directors (all non-executive)	Moss Ngoasheng* (Chairman) Ernest Kwinda* Itumeleng Dlamini* Duncan Pask William Mogase * Independent non-executive director
Company secretary	Rilapax Proprietary Limited (t/a William Radcliffe)
Auditors	PricewaterhouseCoopers Inc.

The financial statements have been prepared by William Karuhije (CA) SA under the supervision of the board of directors ("Board").

Company Secretary's certification

for the year ended 31 December 2022

We certify that to the best of our knowledge and belief, SAB Zenzele Kabili Holdings (RF) Limited ("SAB Zenzele Kabili" or "the Company") has lodged with the Companies and Intellectual Property Commission, all such returns and notices required of a public company in terms of section 88(2) (e) of the Companies Act, No 71 of 2008, as amended, in respect of the period ended 31 December 2022 and that such returns and notices are, to the best of our knowledge and belief, true, correct and up to date.



Rilapax (Pty) Ltd
Trading as William Radcliffe
Company Secretary
27 March 2023

Chairman's report

Introduction

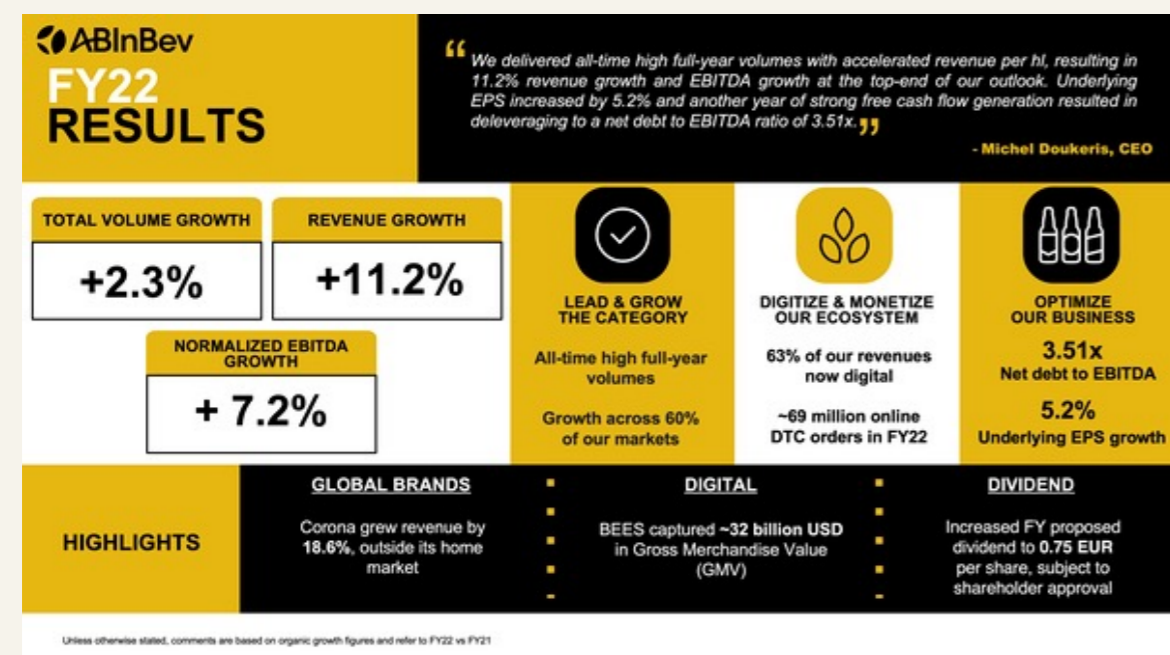
SAB Zenzele Kabili Holdings (RF) Limited ("SAB Zenzele Kabili" or "the Company") was incorporated on 5 December 2019 for the specific purpose of acquiring and holding shares in Anheuser-Busch InBev ("AB InBev"), the ultimate holding company of The South African Breweries Proprietary Limited ("SAB"). SAB Zenzele Kabili's financial performance is based on the AB InBev share price and any dividend declared and received from AB InBev during the period. SAB Zenzele Kabili shares in the value creation of the world's largest brewer AB InBev with operations in more than 50 countries globally and more than 500 iconic brands which include Budweiser, Corona, Stella Artois and Castle Lager. AB InBev through its subsidiary SAB, brews beers locally with 7 breweries across South Africa, sourcing local raw materials from Barley and Hop farmers and employing from local communities.

Together, beer manufacturers and retailers supported an estimated 249,000 jobs in South Africa in 2019. This is around 1.5% of all jobs in South Africa, or one in 66 jobs in the country. The beer sector is also important for government revenues in South Africa. In 2019, the tax payments directly remitted or stimulated by the South African beer sector totalled R43 billion; of this, R26 billion (or 60% of the total tax contribution) is estimated to have come from sales tax and excise duties from beer sales.

"Ref: Oxford Economics study The impact of the beer sector in South African"

The AB InBev board approved and declared a full year 2021 dividend of 0.50 EUR per share at the AB InBev annual general meeting held on 27 April 2022. The Company received R42 953 441 in dividend income from AB InBev in 2022 and we are looking forward to more dividend income in 2023. AB InBev delivered strong results for the full year 2022 and we have included the summary of their published results below.

AB InBev Financial Year 2022 results show all time high full year volumes and double-digit revenue growth.



Changes to the SAB Zenzele Kabili Board

The 2022 financial year saw the following changes to the board of directors ("Board") on 7 June 2022 Lucia Swartz resigned and she was replaced by William Mogase. The appointments were in line with the board of directors' policy regarding a clear balance of power and authority at Board Level to ensure that no one director has unfettered powers of decision-making.

The Chairman of the Board expressed appreciation on behalf of the Board for Lucia's valuable contribution to the Company.

Shareholder communication

The Company will continue to use SMS communication as their main means of communication. Retail and SAB employee shareholders are encouraged to update all changes to their SMS contact details, postal address, status, and banking details by calling the designated Call Centre on 0861 900 903 between 08:00 and 17:00 Mondays to Fridays. Agents will log their call and take them through the process and documentation needed to effect such changes. Public shareholders are encouraged to update their details by calling Computershare on 011 370 5000 or emailing web.queries@computershare.co.za. Shareholders are encouraged to familiarise themselves with the information published from time to time by visiting <https://www.sabzenzelekabili.co.za>

Moss Ngoasheng

Chairman of the Board

27 March 2023

Report on corporate governance

for the year ended 31 December 2022

SAB Zenzele Kabili's Board embraces the principles of good corporate governance as espoused in the King Report on Corporate Governance ("King IV report") and recognises that it is ultimately accountable and responsible for the performance and affairs of SAB Zenzele Kabili. The SAB Zenzele Kabili Board is committed to maintaining high standards of corporate governance, which they see as fundamental to discharging their stewardship responsibilities. The Board strives to provide the right leadership, strategic oversight and control environment.

Application of King IV

The Company supports the principles of the King IV report and recognises its responsibility to ensure that the practical execution is designed to ensure that the objective of the overarching corporate governance principles of fairness, accountability, responsibility and transparency are achieved.

The SAB Zenzele Kabili Board recognises that it is ultimately responsible and accountable for the performance and affairs of the Company. The Board embraces the principles of good corporate governance as set out in the guidelines of the Code of Good Governance Principles for South Africa as laid out in the King IV report. As required by the Listing Requirements of the JSE Limited relating to Asset Backed Securities, the Board has implemented the recommendations of the King Code through the application of the King Code disclosure and application regime.

Due to the nature of the business, the principles relating to the appointment of a Chief Executive Officer and Chief Financial Officer to the Board to achieve a balance of power have not been applied. The Company has engaged service providers with the necessary expertise and experience to provide all services required by the Company in this regard, with the ultimate responsibility residing with the Board. This has been the case for the full period under review.

There is a policy evidencing a clear balance of power and authority at Board level to ensure that no director has unfettered powers of decision making.

SAB Zenzele Kabili is committed to business integrity, transparency and professionalism in all its activities to ensure that it acts ethically and responsibly to enhance the value of its business and benefit of all stakeholders.

Board of directors: composition, qualifications and background

The Board consists of three independent non-executive directors, one of which was elected by the Board as Chairman of the Board. As authorised by the Company's Memorandum of Incorporation, The South African Breweries (Pty) Ltd appoints the remaining two directors. The Board monitors compliance with all applicable agreements and reviews the appropriateness of internal controls. The Board met three times during the year under review. The qualifications and background of the Board, all of whom are non-executive, are summarised below:



Moss Ngoasheng – 65 (Independent Chairman, member of the Audit Committee, member of the Social and Ethics Committee)

Qualifications

- Bachelor's Degree in Economics and International Politics
- Honours Degree in Industrial Sociology
- Master's Degree in Development Studies

Moss serves as the Chairman of the SAB Foundation, the Investec Property Fund, Temo Capital and Chief Executive Officer of Safika Holdings. He also serves on the boards of The Mandela Children's Fund and The Mandela Children's Hospital.



Ernest Kwinda – 47 (Independent, Chairman of the Audit Committee, member of the Social and Ethics Committee)

Qualifications

- Bachelor of Commerce (Honours) CA (SA)
- Master's in Commerce (South African and International Tax)
- Transition to General Management

Ernest is founder and managing director of Itai Capital, an investment holding and advisory firm as well as the co-founder and Executive Chairman of Proximity Advisory, a boutique corporate finance advisory firm. Itai Capital was founded in 2016 and focuses mainly on principal investments and corporate finance advisory services. Ernest has over 13 years of Investment Banking experience having worked for Rand Merchant Bank's ("RMB") Corporate Finance Division specialising in mergers and acquisitions, listings, disposals, valuations and Black Economic Empowerment. He served on RMB's Investment Banking Division's board for a number of years and in later years was Investment Banking Coverage Director specialising in B-BBEE transactions.

Ernest has served on a number of boards, including the National Empowerment Fund ("NEF"), Piotrans, Zenzele Itereleng NPC and is a trustee of the Lefa La Rona Trust.



Itumeleng Dlamini – 50 (Independent, Chairperson of Social and Ethics Committee, member of Audit Committee)

Qualifications

- Bachelor's Degree in Social Sciences
- Bachelor of Laws
- Master's in Public Administration and Public Policy

Itumeleng has a multi-disciplinary background in public policy, corporate and commercial law and development. She is currently an Advisor to the African Peer Review Mechanism ("APRM") responsible for leading and promoting corporate governance standards and initiatives on the African continent and for expanding global partnerships for good governance in Africa.

She is also the founding director of the African Network on Corporate Governance of State-Owned Enterprises (a joint project of APRM, the World Bank and African Development Bank).



Duncan Pask – 37

Qualifications

- Bachelor of Commerce in Accounting
- Fellow of the Chartered Governance Institute of SA

Duncan has been with The South African Breweries (Pty) Ltd ("SAB") for 12 years and was appointed Company Secretary of SAB and the AB InBev Africa Zone in 2017. Duncan managed the SAB Zenzele Broad-Based Black Economic Empowerment ("B-BBEE") scheme and was instrumental in settling the R9.7 billion transaction in April 2021, which was the largest B-BBEE scheme in South African Fast Moving Consumer Goods ("FMCG") history.



William Mogase – 41 (appointed 7 June 2022)

William is a customer service representative at SAB and is the Chairperson of the SAB Zenzele II Employee Trust as well as the Chairperson of the South African Breweries Medical Aid Scheme. He was previously the Chairperson of the SAB Zenzele Employee Trust, which concluded in April 2020. He is studying Bachelor of Commerce Law at Regent Business School.



Lucia Swartz – 65 (resigned 7 June 2022)

Qualifications

- Bachelor of Arts (Psychology and Geography)
- Diploma, Human Resources

Lucia Adele Swartz is the Vice President of People for the AB InBev Africa Zone. Lucia holds a degree in Psychology and Geography from the University of the Western Cape and diplomas in human resources and management. Lucia joined AB InBev Africa (formerly SABMiller Africa) in February 2015, having worked in senior human capital roles at Sappi Limited where she worked for 13 years. She has also worked for leading international companies such as Seagram Spirits & Wine Group, BP, and Reckitt & Coleman. She serves on the boards of AB InBev entities such as Tanzania Breweries, Delta Corporation Limited and SAB. She has served as a non-executive director of New Clicks and other AB InBev subsidiaries.

Report on corporate governance continued

for the year ended 31 December 2022

Board sub-committees

The Board has delegated certain specific responsibilities to the following committees:

- Audit Committee; and
- Social and Ethics Committee.

The committees assist the Board in discharging its responsibilities and duties under the King Code, whilst overall responsibility remains with the Board. Full transparency and disclosure of committee deliberations is encouraged, and the minutes of all committee meetings are available to all SAB Zenzele Kabili directors (“Directors”).

Directors are encouraged to take independent advice at the cost of the Company for the proper execution of their duties and responsibilities. The Board has unrestricted access to the external auditors, professional advisors, the services of the Company Secretary and relevant service providers of the Company at any given time. An induction programme is provided for new Directors by the Company’s JSE sponsor and the Board is advised of any changes to the JSE Listings Requirements applicable to Asset Backed Securities.

A detailed assessment of all Board members, including the Chairman, is undertaken annually. Directors and committee members are supplied with comprehensive information that allows them to properly discharge their responsibilities. The members of the Board bring a mix of skills, experience and technical expertise.

The Audit Committee

The Audit Committee comprises of three independent non-executive directors. Ernest Kwindia chairs the Company’s Audit Committee, of which Moss Ngoasheng and Itumeleng Dlamini are also members. The members of the committee are appointed by the Board from amongst the independent non-executive directors of the Company.

A representative of PricewaterhouseCoopers Inc., the Company’s independent external auditors, attends committee meetings by invitation. The committee meets at least twice a year. The Audit Committee provides the Board with additional assurance regarding the quality and reliability of financial information used by the Board and the financial statements of the Company. In addition, the Audit Committee reviews the internal control systems, the financial control systems, the accounting systems and reporting, the internal audit functions and ensures that a combined assurance model is applied to provide a co-ordinated approach to all assurance activities. It also liaises with the Company’s external auditors, monitors compliance with legal requirements, ensures management addresses any identified internal control weakness, assesses the performance of financial management, assesses the Company’s going concern status, approves external audit fees, budgets, plans and performance, conducts an annual review and assessment of the financial reporting risks the Company faces and has established a policy regarding non-audit services provided by the external auditors. The number of Audit Committee meetings held is disclosed in each of the Company’s integrated annual reports.

The Social and Ethics Committee

Moss Ngoasheng and Ernest Kwindia are the members of the Company’s Social and Ethics Committee, which is chaired by Itumeleng Dlamini. The committee meets at least twice a year. The committee considers matters pertaining to the Company’s activities, having regard to any relevant legislation, other legal requirements and prevailing codes of best practice, in respect of social and economic development, good corporate citizenship (including the promotion of equality, prevention of unfair discrimination; the environment, health and public safety, including the impact of the Company’s activities and of its products or services), consumer relationships and labour and employment issues.

The responsibility of this committee is further to advise the Board on all relevant aspects that may have a significant impact on the long-term sustainability of the Company, and which influence the Company’s integrated reporting. The members of the Board may attend meetings by invitation.

Risk management

The Directors are ultimately responsible for the Company’s risk management system and for reviewing its effectiveness. The risk management system is designed to manage, rather than eliminate the risk of failure to achieve business objectives. Material risks identified have been addressed in detail in Note 17.

Internal control

The Directors are responsible for the Company’s systems of internal control and for reviewing their effectiveness annually. The Board has taken into account the results of all the work carried out by external auditors.

Auditor independence

The Company adheres to SAB’s formal policy on auditor independence and non-audit services, with which the external auditors are required to comply, to ensure that the independence of the auditors is not impaired by the nature of non-audit work. The policy stipulates work which is permitted or not permitted to be performed by the auditors and provides for appropriate approval and oversight processes.

Whistle-blowing measures

The SAB whistle-blowing line is available to stakeholders. This enables them to make confidential disclosures about suspected impropriety and wrongdoing.

Report of the Audit Committee

The SAB Zenzele Kabili Audit Committee was constituted in terms of the Companies Act No. 71 of 2008 (“Companies Act”) Section 94.

Membership and meeting attendance

The Company constituted the Audit Committee on 12 February 2020. Members of the committee are formally nominated by the Board and ratified by the shareholders at the next annual general meeting. Members of the Audit Committee are all independent non-executive directors of the Company. The composition of the committee and the attendance at meetings in 2022 by its members are set out below:

Members	Attendance
Ernest Kwindia	2/2
Itumeleng Dlamini	2/2
Moss Ngoasheng	2/2

The external auditors attend all Audit Committee meetings. The committee meets at least twice a year.

The committee is satisfied that the members thereof have the required knowledge and experience as set out in Section 94(5) of the Companies Act and Regulation 42 of the Companies Regulation, 2011.

The Audit Committee performs the duties laid upon it by Section 94(7) of the Companies Act, by holding meetings with the key role-players on a regular basis and by the unrestricted access granted to the external auditors.

Independence of the external auditor

The Company’s external auditor is PricewaterhouseCoopers Inc. The fee paid to the auditor for the year under review is disclosed in Note 11 to the annual financial statements.

The committee satisfied itself through enquiry that the external auditor is independent, as defined by the Companies Act and as per the standards stipulated by the auditing profession. Requisite assurance was sought and provided by the Companies Act that internal governance processes within the firm support and demonstrate the claim to independence.

The Audit Committee agreed to the terms of the engagement. The audit fee for the external audit has been considered and approved, taking into consideration such factors as the timing of the audit, the extent of the work required and the scope.

Expertise and experience of finance function

The committee satisfied itself that the experience and skills set in the finance function meets the Company’s requirements. The administration of the Company’s statutory records and accounting is outsourced to William Radcliffe.

The authority and responsibility for all management decisions lies with the Board.

Execution of functions of the Audit Committee

The committee is satisfied that, in respect of the financial year under review, it has discharged its duties and responsibilities in accordance with its terms of reference and in terms of the Companies Act.

The Audit Committee has complied with the following statutory functions (as outlined by the Companies Act Section 94(7)):

- Nomination of auditor.
- Confirmation of auditor independence.
- Approval of fees and auditor’s terms of engagement.
- Confirmation that appointments comply with the Companies Act.
- To determine the nature and extent of non-audit services that the auditor may provide.
- To pre-approve any proposed contract with the auditor for provision of non-audit services.
- Insert a report in the financial statements outlining how the committee fulfilled its role and stating whether the committee is satisfied that the auditor was independent of the Company.
- Receive and deal appropriately with complaints relating to:
 - a) accounting practices;
 - b) internal audit;
 - c) the auditing of its financial statements; or
 - d) any related matter.
- Perform functions determined by the Board.
- Consideration of the JSE proactive monitoring reports.

Report of the Audit Committee continued

In the opinion of the Audit Committee, the internal controls of the Company are considered appropriate to:

- meet the business objectives of the Company;
- ensure the Company's assets are safeguarded; and
- ensure that transactions undertaken are recorded in the Company's accounting records.

The external auditors have unlimited access to the Chairman of the Audit Committee. The Chairman of the Audit Committee, or in his absence another committee member attends the annual general meeting and is available to answer any questions.

Following the review by the committee of the annual financial statements of the Company for the year ended 31 December 2022 and based on the information provided to it, the committee considers that, in all material respects, the Company complies with the provisions of the Companies Act, International Financial Reporting Standards ("IFRS") and the Listing Requirements of the JSE Limited relating to Asset Backed Securities and that the accounting policies applied are in compliance with IFRS, appropriate and consistent with those of the previous financial year. The Audit Committee recommended the Company's annual financial statements for the year ended 31 December 2022 for approval by the Board.

The committee concurs with the Board that the adoption of the going concern assumption in preparation of the annual financial statements, and the material uncertainty thereof, is appropriate.



Ernest Kwinda

Chairman: Audit Committee

27 March 2023

Report of the Social and Ethics Committee

The Company constituted the Social and Ethics Committee on 12 February 2020. Members of the committee are normally appointed by the Board. Members of the Social and Ethics Committee are all independent non-executive directors of the Company. The Social and Ethics Committee must hold sufficient scheduled meetings to discharge all its duties as set forth in its terms of reference. The members of the Board may attend meetings by invitation.

The composition of the committee and the attendance at meetings in 2022 by its members are set out below:

Members	Attendance
Itumeleng Dlamini	1/1
Ernest Kwinda	1/1
Moss Ngoasheng	1/1

The Social and Ethics Committee is mandated with oversight of social and ethics matters as encapsulated in the Companies Act, ensuring stakeholder engagement, shareholder communication, and oversight of the annual reporting. The Social and Ethics Committee also manages performance of service providers to SAB Zenzele Kabili and ensures their alignment to SAB and AB InBev policies which provide for International Labour Organization protocol and national legislation.

In the year under review, the Social and Ethics Committee focused on:

- Reviewing the committee terms of reference and amended to include communications.
- Determining the need for a Social and Ethics Committee for SAB Zenzele Kabili and debating whether to apply for condonation from the Companies Tribunal of the Republic of South Africa from the requirement to have a Social and Ethics Committee. SAB Zenzele Kabili decided to not apply for the condonation.
- Developing and launching the SAB Zenzele Kabili website – <https://www.sabzenzelekabili.co.za>
- B-BBEE accreditation of SAB Zenzele Kabili.

SAB Zenzele Kabili fulfilled its social responsibility by declaring and paying a maiden dividend to all shareholders. The dividend payments in the hands of SAB employees (as participants of the SAB Zenzele II Employee Share Plan), SAB retailers, SAB Foundation (which invests in communities and companies) and the public assisted in empowerment and financial inclusion of previously disadvantaged individuals and communities.

Going forward the Social and Ethics Committee will focus on:

- Improving communication and engagement with the public on SAB Zenzele Kabili.
- Improvement of financial literacy and the trading of shares by our shareholders.
- Further reduction of footprint through the increased digital communication.

The Social and Ethics Committee is satisfied with the SAB Zenzele Kabili's overall performance in relation to the issues within the Social and Ethics Committee's mandate.



Itumeleng Dlamini

Chairperson: Social and Ethics Committee

27 March 2023

Statement of directors' responsibility

for the year ended 31 December 2022

The Directors are required in terms of the South African Companies Act No. 71 of 2008 ("Companies Act") to maintain adequate accounting records and are responsible for the content and integrity of the financial statements and related financial information included in this report. The financial statements fairly present the financial position, changes in equity, results of operations and cash flows of the Company, in conformity with International Financial Reporting Standards ("IFRS") and the Listing Requirements of the JSE Limited relating to Asset Backed Securities. The external auditor is engaged to express an independent opinion on the financial statements.

The financial statements have been prepared in accordance with IFRS as issued by the International Accounting Standards Board ("IASB") and the requirements of the Companies Act and are based upon the appropriate accounting policies and supported by reasonable and prudent judgements and estimates.

In the preparation of these financial statements the directors are required to:

- Select suitable accounting policies and then apply them consistently;
- Make judgements and estimates that are reasonable and prudent;
- State that the financial statements comply with IFRS; and
- Prepare the financial statements on the going concern basis, unless it is inappropriate to presume that the Company will continue in business, in which case there should be supporting assumptions or qualifications as necessary.

The Directors confirm that they have complied with the above requirements in preparing the financial statements.

The Directors are responsible for ensuring adequate accounting records are maintained that disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the financial statements comply with the Companies Act. They are also responsible for safeguarding the assets of SAB Zenzele Kabili and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Directors have reviewed the Company's budget and cash flow forecast for the year ahead. On the basis of this review, and in light of the current financial position of the Company and the dividend declared by AB InBev, the Directors are satisfied that SAB Zenzele Kabili has sufficient funds for the foreseeable future to continue as a going concern.

The external auditor is responsible for independently auditing and reporting on the Company's financial statements. The financial statements have been examined by the Company's external auditor and their unqualified report is presented on pages 14 to 17.

The financial statements, which appear on pages 18 to 37, have been approved by the Board on 27 March 2023 and are signed on its behalf by:



Moss Ngoasheng
Chairman of the Board



Ernest Kwindu
Non-executive director

Directors' report

for the year ended 31 December 2022

Principal activities

SAB Zenzele Kabili Holdings (RF) Limited ("SAB Zenzele Kabili" or "the Company") was incorporated on 5 December 2019 for the specific purpose of acquiring and holding ordinary shares in Anheuser-Busch InBev SA/NV ("AB InBev").

Compliance

SAB Zenzele Kabili is operating in compliance with the provisions of the Companies Act, specifically relating to incorporation and is operating in conformity with its Memorandum of Incorporation and relevant constitutional documents.

Review of financial results and activities

SAB Zenzele Kabili's financial performance is based mainly on the AB InBev share price and any dividend declared and received from AB InBev during the period. As SAB Zenzele Kabili's only material investment and asset consist of AB InBev shares, the Company is entirely dependent on the receipt of dividends from AB InBev.

The AB InBev board approved and declared a full-year 2021 dividend of 0.50 EUR per share at the AB InBev annual general meeting held on 27 April 2022. The Company received R42 953 441 (2021: nil) in dividend income from AB InBev calculated at an exchange rate of ZAR16.82:EUR1. This income was used firstly to pay foreign withholding tax of R12 886 032, local withholding tax of R2 147 672 and the Company's permitted operational costs of R5 076 081. The remainder of R22 843 656 was distributed as follows, 75% to pay dividends owing to the preference shareholders amounting to R17 132 742, to reduce the debt owing to the preference shareholders and 25% amounting to R5 710 914 allocated for payment as a dividend to ordinary shareholders. A dividend of R0.14 per share amounting to R5 677 000 was paid to ordinary shareholders on 13 June 2022 as a special dividend. The AB InBev share price as at 31 December 2022 was R1 023.84 (2021: R962.68).

For the year ended 31 December 2022, the Company incurred a loss of R40 330 228 (2021: R748 712 979). Details of the Company's results, financial position and cash flows are reflected on pages 18 to 21. Notes to the financial statements of the Company are set out on pages 22 to 37.

Investment activity and empowerment transaction

The Company was established with the intended purpose of being a special purpose Company, with the sole objective of facilitating participation in the New Empowerment Transaction, principally through:

- acquiring AB InBev Shares pursuant to the SAB Zenzele Scheme and in consideration issuing SAB Zenzele Kabili Ordinary Shares;
- acquiring additional AB InBev Shares pursuant to the Reinvestment Offer from participants in the 2010 Empowerment Transaction and in consideration issuing SAB Zenzele Kabili Ordinary Shares;
- receiving the Discount Shares to be contributed by SAB following the implementation of the SAB Zenzele Scheme;
- acquiring AB InBev Shares pursuant to the master stock lending and sub-lending agreements;
- issuing SAB Zenzele Kabili Preference Shares to SAB; and
- implementing the B-BBEE Listing, being the listing of the Settlement Shares, such that, after the implementation of the New Empowerment Transaction, SAB Zenzele Kabili will hold up to approximately 0.32% of the issued shares of AB InBev.

Share capital

The issued share capital consisted of 1 ordinary share issued on incorporation at no par value. A total of 40 550 000 ordinary shares were issued to the SAB Foundation Trust, SAB Zenzele II Employee Share Trust and shareholders of SAB Zenzele Holdings (RF) Ltd in terms of the scheme of arrangement as part of the listing on the JSE on 28 May 2021 at R40 per share as part of the implementation of the B-BBEE transaction. The ordinary shares were listed on the B-BBEE segment of the JSE Limited on 28 May 2021.

Dividends

Ordinary dividends of R5 677 000 were declared and paid during the current year.

Directorate

The Company has a unitary board comprising of five (2021: five) non-executive directors and is committed to ensuring that there is a clear balance of power and authority at the Board level. This is evident in the Memorandum of Incorporation where the powers of the Directors have been clearly stipulated. The aim is to promote objectivity and reduce the possibility of conflicts of interest.

The Directors during the period and up to the date of this report, all of whom are non-executive, are:

Director	Appointment/resignation
Moss Ngoasheng*	Appointed on 4 February 2020
Ernest Kwindu*	Appointed on 4 February 2020
Itumeleng Dlamini*	Appointed on 4 February 2020
Duncan Pask	Appointed on 6 December 2021
William Mogase	Appointed on 7 June 2022
Lucia Swartz	Appointed on 18 February 2021 resigned on 7 June 2022

* Independent non-executive directors

Directors' report continued

for the year ended 31 December 2022

Directors are encouraged to take independent advice at the cost of the Company for the proper execution of their duties and responsibilities. The Board has unrestricted access to the external auditors, professional advisors, the services of the Company Secretary and relevant service providers of the Company at any given time. An induction programme is provided for new Directors by the Company's JSE sponsor.

An assessment of all Board members, including the Chairman, has been undertaken. Directors and committee members are supplied with comprehensive information that allows them to properly discharge their responsibilities. The members of the Board bring a mix of skills, experience and technical expertise. The Board shall meet at least four times a year. The Board met three times during the year and this one meeting less did not impact the governance of the Company.

Meetings held by the Board

The Board held three meetings during 2022 and the members attended the meetings as follows:

Attended

Moss Ngoasheng	3/3
Ernest Kwindi	3/3
Itumeleng Dlamini	3/3
Lucia Swartz ⁽¹⁾	1/3
Duncan Pask	3/3
William Mogase ⁽²⁾	2/3

⁽¹⁾ Resigned 7 June 2022

⁽²⁾ Appointed on 7 June 2022

Directors' interests in shares

As at 31 December 2022, the Directors held the following number of direct or indirect beneficial interests in the issued ordinary shares of the Company (includes associates and shares held as security/guarantee/collateral).

	2022		2021	
	Direct	Indirect	Direct	Indirect
Moss Ngoasheng	–	–	–	–
Ernest Kwindi	–	–	–	–
Itumeleng Dlamini	–	–	–	–
Lucia Swartz (resigned 7 June 2022)	–	–	–	–
Duncan Pask (appointed 6 December 2021)	–	2 205	–	2 205
William Mogase (appointed 7 June 2022)	–	2 205	–	2 205
	–	4 410	–	4 410

The register of directors' and others interests in shares of the Company is available to shareholders on request.

There have been no changes in beneficial interests of the directors that occurred between the end of the reporting period and the date of this report.

Auditors

PricewaterhouseCoopers Inc., will, subject to shareholders' approval at the annual general meeting, continue in office in accordance with section 90 of the Companies Act.

Secretary

Rilapax (Pty) Limited trading as William Radcliffe, was appointed on 1 June 2021 as Company Secretary.

Related party transactions

No director had a material interest in any contract of significance with the Company that could have given rise to a conflict of interest. Transactions, defined as related-party transactions in terms of IFRS, are disclosed in Note 9.

Going concern

The Company had an accumulated loss of R795 273 048 as at 31 December 2022 (December 2021: R749 265 820). As at 31 December 2022, the Company's current liabilities exceed its current assets by R276 294 419. On 14 March 2023, an addendum to the facility agreement was signed between the Company and SAB where the maturity date of the facility is extended from 7 August 2023 to 7 August 2025. This extension will assist the Company with its liquidity shortfall as the loan will no longer be repayable in August 2023.

Net Asset Value Calculation

	2022 R'000	2021 R'000
Total assets	5 236 808	4 925 961
Less: Total liabilities	(2 978 370)	(2 621 516)
Net asset value	2 258 438	2 304 445
Number of issued shares	40 550 001	40 550 001

The net asset value per share at 31 December 2022 was R55.70 (2021: R56.83).

The financial statements have been prepared on the basis of accounting policies applicable to a going concern. This basis presumes that funds will be available to finance future operations and that the realisation of assets and settlement of liabilities, contingent obligations and commitments will occur in the ordinary course of business.

The Company is primarily dependent on dividends from AB InBev to service its obligations. The accumulated preference share dividends are only payable once dividends are received from AB InBev and only to the extent that obligations in respect of operating expenses have been covered up to a maximum of R15 000 000 per annum.

During 2021, SAB advanced a facility amount of R12 000 000 to SAB Zenzele Kabili to assist the Company in meeting its immediate liquidity shortfall. This advance was provided to assist the Company in meeting its operational obligations until the intended receipt of the next dividend from AB InBev.

The Directors have reviewed the Company's budget and cash flow forecast for the year ahead. On the basis of this review, and in light of the current financial position of the Company, the Directors are satisfied that the Company has sufficient funds for the foreseeable future to continue as a going concern.

Subsequent events

Subsequent to the year end, the AB InBev board proposed a full year 2022 gross dividend of 0.75 EUR per share, subject to shareholder approval at the AB InBev annual general meeting to be held on 26 April 2023. The total gross dividend equates to EUR3 829 264 and this translates to R65 863 340 using an average exchange rate of ZAR17.20: EUR1. The gross dividend will be subjected to withholding taxes. On 14 March 2023, an addendum to the facility agreement was signed between the Company and SAB where the maturity date of the facility is extended from 7 August 2023 to 7 August 2025. This extension will assist the Company with its liquidity shortfall as the loan will no longer be repayable in August 2023.

There are no other matters that are material to the financial affairs of the Company that have occurred between 31 December 2022 and the date of approval of these financial statements.

Independent auditor's report

for the year ended 31 December 2022



INDEPENDENT AUDITOR'S REPORT

To the Shareholders of SAB Zenzele Kabili Holdings (RF) Limited

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

Our opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of SAB Zenzele Kabili Holdings (RF) Limited (the Company) as at 31 December 2022, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards and the requirements of the Companies Act of South Africa.

What we have audited

SAB Zenzele Kabili Holdings (RF) Limited's financial statements set out on pages 18 to 37 comprise:

- the statement of financial position as at 31 December 2022;
- the statement of profit or loss and other comprehensive income for the year then ended;
- the statement of changes in equity for the year then ended;
- the statement of cash flows for the year then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the financial statements* section of our report.

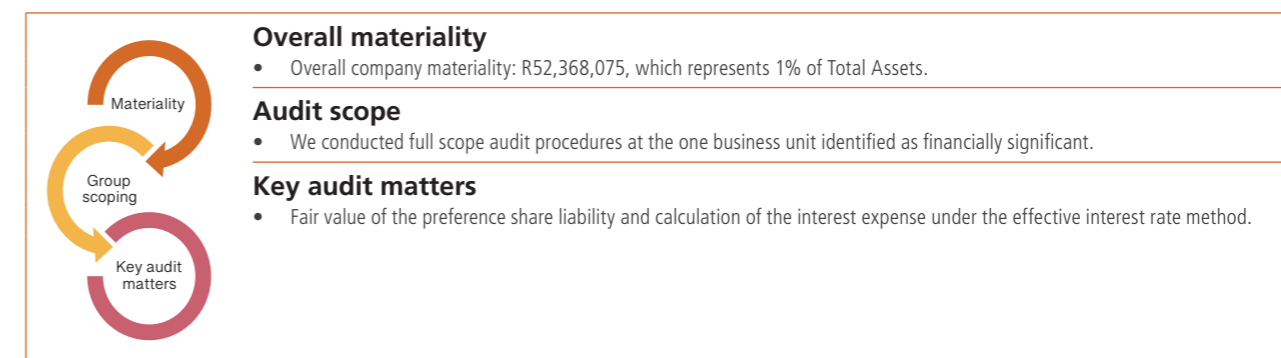
We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Company in accordance with the Independent Regulatory Board for Auditors' *Code of Professional Conduct for Registered Auditors* (IRBA Code) and other independence requirements applicable to performing audits of financial statements in South Africa. We have fulfilled our other ethical responsibilities in accordance with the IRBA Code and in accordance with other ethical requirements applicable to performing audits in South Africa. The IRBA Code is consistent with the corresponding sections of the International Ethics Standards Board for Accountants' *International Code of Ethics for Professional Accountants* (including *International Independence Standards*).

Our audit approach

Overview



As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the financial statements. In particular, we considered where the directors made subjective judgements; for example, in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain. As in all of our audits, we also addressed the risk of management override of internal controls, including among other matters, consideration of whether there was evidence of bias that represented a risk of material misstatement due to fraud.

Materiality

The scope of our audit was influenced by our application of materiality. An audit is designed to obtain reasonable assurance whether the financial statements are free from material misstatement. Misstatements may arise due to fraud or error. They are considered material if individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the consolidated financial statements.

Based on our professional judgement, we determined certain quantitative thresholds for materiality, including the overall materiality for the consolidated financial statements as a whole as set out in the table below. These, together with qualitative considerations, helped us to determine the scope of our audit and the nature, timing and extent of our audit procedures and to evaluate the effect of misstatements, both individually and in aggregate on the financial statements as a whole.

Overall materiality	R52,368,075
How we determined it	1% of Total Assets.
Rationale for the materiality benchmark applied	We chose total assets as the benchmark because, in our view, it is the benchmark against which the performance of the Company is most commonly measured by users and is a generally accepted benchmark. We chose 1% which is consistent with quantitative materiality thresholds used for companies in this sector.

How we tailored our audit scope

We tailored the scope of our audit in order to perform sufficient work to enable us to provide an opinion on the consolidated financial statements as a whole, taking into account the structure of the Company, the accounting processes and controls, and the industry in which the Company operates.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Independent auditor's report continued

for the year ended 31 December 2022

Key audit matter

Fair value of the preference share liability and calculation of the interest expense under the effective interest rate method

Refer to Note 1.4, Note 6 and Note 17 (b) to the financial statements.

The preference shares are initially recognised at fair value and subsequently measured at amortised cost. The contractual interest rate payable on the preference shares is not a market-related interest rate and hence the fair value at initial recognition was not equal to the transaction price.

To determine the fair value of the financial liability at initial recognition the preference share liability has been calculated as the sum of the discounted preference share face value and the discounted preference share coupons expected to be paid over the period from the inception of the SAB Zenzele Kabili transaction to the preference share redemption date.

The preference share value is calculated with reference to the following key inputs and assumptions:

- Preference share face value.
- Accumulated preference share coupon balance.
- Preference share coupon payable.
- Discount factor at maturity time.
- Discount factor at valuation point.

The following financial market data is used in the valuation:

- ZAR prime lending rate.
- ZAR prime curve.
- ZAR risk-free rate.
- ZAR CPI curve.

On initial recognition, the fair value of the preference share liability was calculated with reference to the contractual cash flows above as well as the key inputs and assumptions as described above. The difference between the fair value and the transaction price has been accounted for as a capital contribution in equity.

Subsequent measurement of the preference shares is at amortised cost. The fair value of the preference share liability is disclosed in the financial statements. Interest on the preference share liability is calculated using the effective interest rate method.

We considered the fair value of the preference share liability and the calculation of the interest expense under the effective interest rate method to be a matter of most significance to the current year audit of the financial statements due to the following:

- The complexities involved in determining the effective interest rate as well as the significant judgements applied by management in the inputs used in the fair value calculation of the preference share liability.
- The magnitude of the amounts to the financial statements.

How our audit addressed the key audit matter

Our procedures included the following:

- Through discussions with management, we obtained an understanding of the valuation approach followed to calculate the fair value of the preference share liability at year-end. The fair value at year-end is calculated for disclosure purposes only and included in the Note 17 (b).
- We made use of our internal valuation specialists to evaluate the appropriateness of the fair value of the preference share liability at year-end. The fair value as calculated by management's experts is within reasonable range when compared to the results of our internal valuation specialist.
- We obtained management's amortisation schedules detailing the recalculated debt and related interest. Using the effective interest rate method as stipulated by IFRS 9 *Financial Instruments*, we recalculated the interest accrued for the year and the outstanding balances at year-end after taking into account repayments made during the year in accordance with the preference share agreement.
- We have assessed the disclosure in the financial statements against the requirements of IFRS 7, *Financial Instruments – Disclosure*.

Other information

The directors are responsible for the other information. The other information comprises the information included in the document titled "SAB Zenzele Kabili Annual Report 2022 and Notice of Annual General Meeting", which includes the Directors' Report, the Report to the Audit Committee and the Company Secretary's Certification as required by the Companies Act of South Africa. The other information does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express an audit opinion or any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the directors for the financial statements

The directors are responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards and the requirements of the Companies Act of South Africa, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going-concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other legal and regulatory requirements

In terms of the IRBA Rule published in Government Gazette Number 39475 dated 4 December 2015, we report that PricewaterhouseCoopers Inc. has been the auditor of SAB Zenzele Kabili Holdings (RF) Limited for three years.



PricewaterhouseCoopers Inc.
Director: MM Mokone
Registered Auditor

Johannesburg, South Africa
27 March 2023

The examination of controls over the maintenance and integrity of the Company's website is beyond the scope of the audit of the financial statements. Accordingly, we accept no responsibility for any changes that may have occurred to the financial statements since they were initially presented on the website.

Statement of financial position

as at 31 December 2022

	Notes	2022 R'000	2021 R'000
ASSETS			
Non-current assets			
Financial asset at fair value through profit or loss	2	5 227 405	4 915 141
Total non-current assets		5 227 405	4 915 141
Current assets			
Cash and cash equivalents	3	9 199	10 629
Prepayments		204	191
Shareholder's loan	9	–	–
Total current assets		9 403	10 820
Total assets		5 236 808	4 925 961
EQUITY AND LIABILITIES			
Share capital	4	1 622 000	1 622 000
Capital reserves	5	1 431 711	1 431 711
Accumulated losses		(795 273)	(749 266)
		2 258 438	2 304 445
Non-current liabilities			
Preference shares – cumulative redeemable	6	2 692 672	2 512 620
The South African Breweries Proprietary Limited Facility	7	–	12 165
Total non-current liabilities		2 692 672	2 524 785
Current liabilities			
Preference share – dividend accrual	6	265 569	89 714
The South African Breweries Proprietary Limited Facility	7	12 674	–
Trade and other payables	8	7 327	6 280
Tax payable	19	119	–
Payable to shareholders		9	737
Total current liabilities		285 698	96 731
Total equity and liabilities		5 236 808	4 925 961

The above statement of financial position should be read in conjunction with the accompanying notes on pages 22 to 37.

Statement of profit or loss and other comprehensive income

for the year ended 31 December 2022

	Notes	2022 R'000	2021 R'000
Dividend income	10	42 953	–
Fair value gain/(loss) on financial asset	14	312 264	(490 859)
Operating expenses	11	(7 514)	(66 166)
Operating profit/(loss)		347 703	(557 025)
Finance income		711	23
Finance costs	13	(373 548)	(191 710)
Loss before taxation		(25 134)	(748 712)
Income tax expense	18	(15 196)	–
Loss for the year		(40 330)	(748 712)
Other comprehensive income:			
Other comprehensive income		–	–
Total comprehensive loss for the period		(40 330)	(748 712)
Basic loss per share	16	(0.99)	(18.46)
Diluted loss per share	16	(0.99)	(18.46)

The above statement of profit or loss and other comprehensive income should be read in conjunction with the accompanying notes on pages 22 to 37.

Statement of changes in equity

for the year ended 31 December 2022

	Notes	Share capital R'000	Capital reserves R'000	Accumulated losses R'000	Total equity R'000
Balance at 31 December 2020		–	–	(553)	(553)
Issue of shares during the year	4	1 622 000	–	–	1 622 000
The South African Breweries Proprietary Limited contribution	5	–	811 000	–	811 000
Loss for the year ended 31 December 2021		–	–	(748 713)	(748 713)
Shareholder transaction – acquisition of AB InBev shares	2	–	2 973 000	–	2 973 000
Shareholder transaction – distribution through issuance of preference shares	6	–	(2 364 267)	–	(2 364 267)
Shareholder transaction – preference shares issued on 1 September 2021 (net-effect)	6	–	11 978	–	11 978
Balance at 31 December 2021		1 622 000	1 431 711	(749 266)	2 304 445
Loss for the year ended 31 December 2022		–	–	(40 330)	(40 330)
Dividends declared [#]		–	–	(5 677)	(5 677)
Balance at 31 December 2022		1 622 000	1 431 711	(795 273)	2 258 438

The above statement of changes in equity should be read in conjunction with the accompanying notes on pages 22 to 37.

[#] The dividend per share to ordinary shareholders was R0.14

Statement of cash flows

for the year ended 31 December 2022

	Notes	2022 R'000	2021 R'000
Cash (used in)/generated from operations	15	36 474	(2 132)
Dividends paid		(5 677)	–
Finance income received		711	23
Net proceeds on sale of Kabili shares on behalf of beneficiaries		(728)	738
Taxation paid	19	(15 077)	–
Net cash inflow/(outflow) from operations		15 703	(1 371)
Cash flows from financing activities			
Repayment of preference share liability	6	(17 133)	–
Proceeds from loans from group companies	7	–	12 000
Net cash inflow/(outflow) from financing activities		(17 133)	12 000
Net increase/(decrease) in cash and cash equivalents		(1 430)	10 629
Cash and cash equivalents at the beginning of the year		10 629	–
Cash and cash equivalents at the end of the year	3	9 199	10 629

The above statement of cash flow should be read in conjunction with the accompanying notes on pages 22 to 37.

Notes to the financial statements

for the year ended 31 December 2022

1. Accounting policies

The principal accounting policies applied in the preparation of the Company's financial statements are set out below. These policies are in terms of International Financial Reporting Standards ("IFRS") and have been consistently applied to the period since incorporation, unless otherwise stated.

1.1 Statement of compliance

The financial statements have been prepared in accordance with IFRS as issued by the International Accounting Standards Board ("IASB") and interpretations as issued by the IFRS Interpretations Committee ("IFRS IC"), the requirements of the South African Companies Act, No. 71 of 2008 (the "Companies Act") and the Listings Requirements of the JSE Limited relating to Asset Backed Securities.

These financial statements comply with the requirements of the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee and the Financial Reporting Pronouncements as issued by the Financial Reporting Standards Council.

1.2 Basis of preparation

The financial statements have been prepared on the historical cost basis, unless otherwise stated in the accounting policies which follow and incorporate the principal accounting policies set out below.

The financial statements are presented in South African Rand, which is the Company's presentation and functional currency. The going concern basis has been used in preparing these financial statements as the Directors have a reasonable expectation that the Company will continue as a going concern for the foreseeable future. Refer to Note 21 for further details.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise judgement in the process of applying the Company's accounting policies. Actual results could differ from those estimates. Refer to Note 1.4 for the critical accounting estimates and judgements used in the preparation of the financial statements.

The accounting policies are in terms of IFRS and are consistent with those of the previous annual financial statements.

1.3 New and amended standards and interpretations adopted by the Company

There were a number of new standards and interpretations effective and adopted in the current period.

The Company assessed that there is no significant impact of the following standards and amendments to existing standards mandatory for the first time for the Company's 2022 financial year:

- Amendment to IFRS 3, "Business combinations" Asset or liability in a business combination clarity, effective 1 January 2022
- Amendment to IFRS 16, "Leases" – COVID-19-related rent concessions Extension of the practical expedient, effective 1 April 2021
- Amendments to IAS 16 "Property, Plant and Equipment": Proceeds before Intended Use, effective 1 January 2022
- Amendments to IAS 37 "Provisions, Contingent Liabilities and Contingent Assets" on Onerous Contracts – Cost of Fulfilling a Contract, effective 1 January 2022
- Annual improvements to IFRS standards 2018–2020, effective 1 January 2022

Published standards, amendments and interpretations not yet effective and not early adopted

The following new accounting standards, interpretations and amendments are not expected to have a material impact on the results, financial position or cash flows of the Company:

- Amendment to IAS 12, "Income taxes" – deferred tax related to assets and liabilities arising from a single transaction, effective 1 January 2023
- Narrow scope amendments to IAS 1, Practice statement 2 and IAS 8 – The amendments aim to improve accounting policy disclosures and to help users of the financial statements to distinguish between changes in accounting estimates and changes in accounting policies, effective 1 January 2023
- IFRS 17, "Insurance contracts", effective 1 January 2023
- IFRS 17, Insurance contracts Amendments, effective 1 January 2023
- Amendment to IAS 1 "Presentation of Financial Statements" on Classification of Liabilities as Current or Non-current, effective 1 January 2023

1. Accounting policies (continued)

1.4 Significant judgements and estimates

In determining and applying accounting policies, judgement is often required where the choice of specific policy, assumption or accounting estimate to be followed could materially affect the reported results or net position of SAB Zenzele Kabili, should it later be determined that a different choice be more appropriate.

(i) Equity transactions with shareholders

As part of the implementation of the new empowerment transaction, the Company together with SAB and AB InBev entered into master stock lending and sub-lending agreements pursuant to the transfer of the AB InBev shares to SAB Zenzele Kabili. The Company issued preference shares to SAB in line with the preference share agreement. Significant judgement has been applied by the Company to conclude that the master stock lending and sub-lending agreements as well as the preference share agreement should not be linked and therefore accounted for as separate transactions.

The following has been considered:

- The agreements do not include the same counterparties as the master stock lending agreement and sub-lending agreement is in essence between AB InBev and SAB Zenzele Kabili and the preference share agreement is between SAB and SAB Zenzele Kabili.
- The agreements do not relate to the same risk because there is not a 1:1 ratio between the master stock lending agreement and the preference share agreement. This is considered to be the case because the security available to SAB under the preference share agreement includes all of the shares held by SAB Zenzele Kabili in AB InBev.
- The cash flow waterfall detailed in the preference share agreement determines that all income generated by means of dividend income received from AB InBev by SAB Zenzele Kabili (in respect of all of the AB InBev shares held by SAB Zenzele Kabili) will be applied firstly to the payment of operating expenses and taxes due and payable. The balance of the amounts received by SAB Zenzele Kabili will be distributed to the shareholders, 75% towards payment of the mandatory accumulated preference dividends and thereafter all accrued preference dividend in respect of preference shares and 25% towards the payment of ordinary dividends. Thus, the repayment of the preference shares is not solely dependent on the dividends paid in respect of the R2 973 000 000 worth of AB InBev shares but rather in respect of all of the AB InBev shares held by SAB Zenzele Kabili.
- The repayment by SAB Zenzele Kabili in respect of the preference shares issued to SAB is denominated in ZAR currency whereas the repayment in respect of the shares utilised under the master stock lending and sub-lending agreements are denominated in US-dollar currency. This is payable by SAB to AB InBev.
- The Company has classified the investment in AB InBev shares as an equity investment in terms of IFRS 9. In line with the Company's accounting policy as described in Note 1.6 financial assets are recognised at fair value through profit or loss. Based on the substance of the master stock lending and sub-lending agreement SAB Zenzele Kabili accounted for the AB InBev shares obtained under the arrangement as a capital contribution in equity.
- The Company has classified the preference shares issued by SAB Zenzele Kabili to SAB as a financial liability. Based on the substance of the transaction, the issuance is accounted for as a shareholder's transaction through equity. The principal amount of the preference share liability is redeemable, and the dividends payable are mandatorily payable. SAB Zenzele Kabili therefore has a contractual obligation to deliver cash to SAB and accounts to the preference shares as financial liability.

(ii) Fair value of the preference share liability

The preference shares are initially recognised at fair value and subsequently measured at amortised cost. The contractual interest rate payable on the preference shares is not a market-related interest rate and hence the fair value at initial recognition was not equal to the transaction price.

To determine the fair value of the financial liability at initial recognition the preference share liability has been calculated as the sum of the discounted preference share face value and the discounted preference share coupons expected to be paid over the period from the inception of the SAB Zenzele Kabili transaction to the preference share redemption date. The preference share value is calculated with reference to the following key inputs and assumptions:

- Preference share face value
- Accumulated preference share coupon balance
- Preference share coupon payable
- Discount factor at maturity time
- Discount factor at valuation point.

Notes to the financial statements continued

for the year ended 31 December 2022

1. Accounting policies (continued)

1.4 Significant judgements and estimates (continued)

(ii) Fair value of the preference share liability (continued)

Additionally, the following financial market data is used in the valuation above:

	2022	2021
ZAR Prime lending rate	May: 8.25%; September: 9.75%; December: 10.50%	May: 7.00%; September: 7.00%; December: 7.25%
ZAR Prime curve	3M JIBAR Basis spreads	3M JIBAR Basis spreads
ZAR Risk-free curve	3M JIBAR zero curve	3M JIBAR zero curve
ZAR CPI curve	South African CPI Inflation Zero Curve	South African CPI Inflation Zero Curve

3M JIBAR basis spreads were added to the 3M JIBAR zero curve to obtain the ZAR Prime curve used in the valuation of the preference share liability. 3M JIBAR zero curve has been used a proxy for the risk-free rate given that there are no actively traded overnight indexed swaps in the South African market to construct a risk-free curve.

1.5 Revenue recognition

Revenue from dividend income – Revenue from dividend income is recognised when the right to receive payment is established.

1.6 Financial instruments

Financial assets and financial liabilities are initially recorded at fair value (plus any directly attributable transaction costs where applicable). For those financial assets that are not subsequently held at fair value, SAB Zenzele Kabili assesses whether there is any expected credit loss based on historical and forward-looking information at each reporting date.

Financial assets at amortised cost are recognised when the Company has a contractual right to receive cash or another financial asset from another entity. Such assets consist of cash and cash equivalents. Financial assets are derecognised when the right to receive cash flows from the asset have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership.

Financial liabilities are recognised when there is an obligation to transfer benefits and that obligation is a contractual liability to deliver cash or another financial asset or to exchange financial instruments with another entity on potentially unfavourable terms. Financial liabilities are derecognised when they are extinguished, that is discharged, cancelled or expired.

If a legally enforceable right exists to set off recognised amounts of financial assets and liabilities, which are in determinable monetary amounts, and there is the intention to settle net, the relevant financial assets and liabilities are offset.

The Company has the following categories of financial assets and financial liabilities.

(i) Financial assets and financial liabilities at fair value through profit or loss

Financial assets and financial liabilities at fair value through profit or loss include equity securities which are not held for trading, and which the entity has irrevocably elected at initial recognition to recognise in this category. These are strategic investments, and the entity considers this classification to be more relevant.

All gains or losses arising from changes in the fair value of financial assets or financial liabilities within this category are recognised in the statement of profit or loss and other comprehensive income.

(ii) Financial assets held at amortised cost

Financial assets include cash and cash equivalents.

Cash and cash equivalents

Cash and cash equivalents include cash in hand, bank deposits repayable on demand. The entity applies the IFRS 9 general approach to measuring expected credit loss losses on cash and cash equivalents, which applies the 3-stage IFRS 9 general approach model to measuring expected credit losses. The movement in the provision is recognised in the statement of profit or loss and other comprehensive income.

(iii) Financial liabilities held at amortised cost

Financial liabilities held at amortised cost include accruals, other payables and borrowings. Redeemable preference shares are classified as liabilities.

1. Accounting policies (continued)

1.6 Financial instruments (continued)

Other payables

Other payables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method. Other payables are analysed between current and non-current liabilities on the face of the statement of financial position, depending on when the obligation to settle will be realised.

Borrowings (Preference shares/Facility from SAB)

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently carried at amortised cost.

Preference shares, which are mandatorily redeemable on a specific date, are classified as liabilities. The dividends on these preference shares are recognised in the statement of profit or loss as finance cost.

1.7 Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of taxation, from the proceeds.

1.8 Capital reserves

Capital reserves are contributions from group companies in their capacity as owners of the entity where the contribution has not resulted in the issue of new shares or options.

1.9 Taxation

The income taxation expense for the period comprises current and deferred taxation. Income taxation is recognised in the statement of profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity, in which case it is recognised in other comprehensive income or directly in equity, respectively.

Current income taxation expense is based on the results for the period as adjusted for items that are not taxable or not deductible. SAB Zenzele Kabili's liability for current taxation is calculated using tax rates and laws that have been enacted or substantively enacted by the statement of financial position date.

Deferred taxation is provided in full using the balance sheet liability method, in respect of all temporary differences arising between the tax base of assets and liabilities and their carrying values in the financial statements, except where the temporary difference arises from goodwill or from the initial recognition (other than a business combination) of other assets and liabilities in a transaction that affects neither accounting nor taxable profit.

Deferred taxation is measured at the tax rates expected to apply in the periods in which the timing differences are expected to reverse based on tax rates and laws that have been enacted or substantively enacted at the statement of financial position date. Deferred taxation is measured on a non-discounted basis.

A deferred tax asset is recognised for the carry forward of unused tax losses to the extent that it is probable that future taxable profit will be available against which the unused tax losses can be utilised. Deferred tax assets are reviewed at each reporting date and are adjusted if recovery is no longer probable.

1.10 Dividend distributions

Dividend distributions to equity holders of SAB Zenzele Kabili are recognised as a liability in SAB Zenzele Kabili's financial statements in the period in which the dividends are approved by SAB Zenzele Kabili's Directors. Interim dividends are recognised when approved. Dividends declared after the statement of financial position date is not recognised as there is no present obligation at the statement of financial position date.

1.11 Related parties

The Company discloses all transactions with its founder, The South African Breweries Proprietary Limited and its subsidiaries as related party transactions. In addition, any outstanding loan balances between the Company and its related parties are disclosed as related party balances. Refer to Note 9.

1.12 Foreign exchange

Items included in the Company's financial statements are measured using the currency of the primary economic environment in which the Company operates (functional currency). The financial statements are presented in Rands which is the Company's functional and presentation currency.

Notes to the financial statements continued

for the year ended 31 December 2022

2. Financial asset at fair value through profit or loss

In 2010, The South African Breweries Proprietary Limited ("SAB") implemented a B-BBEE transaction known as SAB Zenzele (the "Existing Empowerment Transaction"). The Existing Empowerment Transaction involved SAB issuing approximately 3.52% of its total issued shares at the time to SAB Zenzele, who in turn offered to issue SAB Zenzele Shares to qualifying black people who are retail liquor license holders, retail liquor license applicants or registered customers of Amalgamated Beverage Industries ("ABI"), the previous soft drinks division of SAB. It also involved an issue of shares in SAB to The SAB Zenzele Employee Trust established for the benefit of the SAB Group employees and to The SAB Foundation Trust for the benefit of the broader South African community.

The Existing Empowerment Transaction was established as a 10-year scheme to, amongst other things, give Qualifying Retailers and employees a chance to indirectly own shares in SAB through their ownership of SAB Zenzele Shares and to participate in, and become entitled to, the profits of SAB and, at the end of the 10-year transaction term, to become direct shareholders of SABMiller, the ultimate shareholder of SAB.

In 2016, following implementation of the Existing Empowerment Transaction, SABMiller entered into a combination transaction with AB InBev in terms of which, amongst other things, SABMiller and AB InBev merged into a new entity under the name AB InBev. This resulted in an amendment to the scheme where AB InBev replaced SABMiller in the arrangement.

In conjunction with the contemplated unwind of the Existing Empowerment Transaction, SAB had received consistent feedback from Retailer shareholders that they wish to be provided with an opportunity to reinvest a portion of the value to which they will be entitled to on the unwind of the Existing Empowerment Transaction.

As a result of the decision made by the Independent Board of SAB Zenzele, SAB and SAB Zenzele Kabili on 23 March 2020 (due to the impact of the COVID-19 pandemic) it was resolved that each SAB Zenzele Retailer Shareholder would be paid an amount equal to 77.4% of its entitlement in the form of cash from the unwind of the existing empowerment transaction. The balance of the entitlement would be retained to allow the shareholders a reinvestment opportunity into SAB Zenzele Kabili when the SAB Zenzele Board calls another general meeting to ask shareholders to vote on the implementation of the new scheme.

AB InBev and SAB have implemented the proposed new empowerment transaction which was conditional on certain approvals and implementation of the conditions as set out in the prospectus document circulated to the retailers during April 2021. The implementation of the new empowerment transaction was concluded in May 2021.

The New Empowerment Transaction proposed by AB InBev and SAB was designed, amongst other things, to facilitate a reinvestment opportunity for SAB Zenzele Retailer Shareholders of their respective rights and entitlements to receive AB InBev Shares on the unwind of the 2010 Empowerment Transaction.

The SAB Zenzele Scheme proposed by the SAB Zenzele Board between SAB Zenzele and the SAB Zenzele Retailer Shareholders, in terms of which SAB Zenzele Retailer Shareholder cedes to SAB Zenzele Kabili 63.5% of its right and entitlement to receive AB InBev shares pursuant to the unwind of the 2010 Empowerment Transaction, in exchange for SAB Zenzele Kabili Ordinary Shares of proportional value, which was conditional on the SAB Zenzele Scheme being duly approved and implement.

AB InBev and SAB implemented the proposed New Empowerment Transaction through SAB Zenzele Kabili, by means of the following core elements:

- 2.1 **The Reinvestment Offer:** SAB Zenzele Kabili made an offer to SAB Zenzele Retailer Shareholders to cede all or a portion of their rights and entitlements (less their SAB Zenzele Scheme Entitlements) to receive AB InBev Shares pursuant to the unwind of the 2010 Empowerment Transaction to SAB Zenzele Kabili, in exchange for SAB Zenzele Kabili Ordinary Shares of Proportional Value. This resulted in the SAB Zenzele Retailers contributing R723 301 680 which equates to 683 121 AB InBev shares in exchange for 18 082 542 SAB Zenzele Kabili shares.
- 2.2 **New ESOP subscription:** SAB Zenzele Employee Trust II ("The New ESOP") transferred to the SAB Zenzele Kabili the equivalent of R600 000 000 worth of the AB InBev Shares contributed to it by SAB in exchange for 15 000 000 SAB Zenzele Kabili shares.
- 2.3 **The SAB Foundation subscription:** The SAB Foundation has purchased R299 000 000, which equates to 282 105 AB InBev shares, in cash from the Retailers and contributed these AB InBev shares to SAB Zenzele Kabili in exchange for 7 467 458 SAB Zenzele Kabili Ordinary shares.
- 2.4 **Stock lending agreement:** SAB Zenzele Kabili received AB InBev Shares in terms of the Stock Lending Agreement. Based on the substance of the master stock lending and sub-lending agreement SAB Zenzele Kabili accounted for the AB InBev shares obtained under the arrangement as capital contribution in equity.
- 2.5 **Discount Shares:** As an incentive to the SAB Zenzele Retailer Shareholders to participate in the New Empowerment Transaction, SAB contributed the equivalent of AB InBev Shares to the value of approximately R811 000 000 to SAB Zenzele Kabili at no further cost to SAB Zenzele Kabili.

2. Financial asset at fair value through profit or loss (continued)

The sources of the funding for the initial investment were as follows:

Source of funding	Rand
Discount shares	811 000 000
Equity contribution – SAB Zenzele Retailer Shareholders	723 301 680
Equity contribution – SAB Zenzele Employee Trust II (New "ESOP") – on behalf of SAB	600 000 000
Equity contribution – The SAB Foundation	298 698 320
Stock lending agreement – Capital contribution in equity	2 973 000 000
	5 406 000 000

As a result of the above, the Company holds 5 105 685 shares in AB InBev. There was no movement in the number of shares held from acquisition.

	2022 R'000	2021 R'000
Investment in Anheuser-Busch InBev SA/NV (AB InBev)		
Cost	5 406 000	5 406 000
Accumulated fair value adjustment	(178 595)	(490 859)
	5 227 405	4 915 141

The investment is categorised as level 1 in the fair value hierarchy. Therefore, the investment in AB InBev and subsequent remeasurement of the fair value adjustments will be dependent on the performance of the AB InBev share price.

The fair value was determined using the JSE listed share price as below:

	2022 Rand	2021 Rand
JSE listed closing share price	1 023.84	962.68

	2022 R'000	2021 R'000

3. Cash and cash equivalents

Cash and cash equivalents consist of:

Bank balances	9 199	10 629
	9 199	10 629

The carrying amount of cash and cash equivalents approximates fair value due to the short-term nature of these instruments.

Due to the short-term nature of cash and cash equivalents, it is regarded as having a low probability of default and therefore the related expected credit loss is deemed to be insignificant.

The Company maintains its cash and cash equivalents with financial institutions having a good reputation, good past track record and high quality credit rating. Cash and cash equivalents are held with Investec Bank that has a credit rating of Aa1 with Moody's Rating Agency and therefore the Directors do not expect any counterparty to fail to meet its obligations.

Notes to the financial statements continued

for the year ended 31 December 2022

	2022 R'000	2021 R'000
7. The South African Breweries Proprietary Limited Facility		
Opening balance	12 165	–
The South African Breweries Proprietary Limited Facility – Principal (cash flow)	–	12 000
The South African Breweries Proprietary Limited Facility – Accrued Interest (non-cash)	509	165
Total facility	12 674	12 165

	2022 R'000	2021 R'000
Non-current facility	–	12 165
Current facility	12 674	–
Total facility	12 674	12 165

On 8 August 2021 the Company signed a facility agreement with SAB where SAB would provide SAB Zenzele Kabili with a facility of R12 000 000. The duration of this agreement is for two years and all principal and any accrued interest must be repaid by 7 August 2023. The interest rate on the facility is 4.1%. On 14 March 2023, an addendum to the facility agreement was signed between the Company and SAB where the maturity date of the facility is extended from 7 August 2023 to 7 August 2025. This extension will assist the Company with its liquidity shortfall as the loan will no longer be repayable in August 2023. The classification of the loan remains a current liability, as the addendum was only signed after year-end.

	2022 R'000	2021 R'000
8. Trade and other payables		
Accrual for directors' remuneration	247	–
Related party payable (refer Note 9)	5 286	5 205
Other payables	1 794	1 075
	7 327	6 280

9. Related party transactions

The Company incurred expenses as set out in Note 11 in the ordinary course of business. Some of these expenses were paid for by related parties and charged to the Company. These related party payables are included in trade and other payables in the statement of financial position.

	2022 Rand	2021 Rand
Related party balances		
Other receivables		
The South African Breweries Proprietary Limited	0.10	0.10
Other payables		
The South African Breweries Proprietary Limited	(5 286 190)	(5 205 458)
Preference shares – cumulative redeemable/dividend accrual		
The South African Breweries Proprietary Limited	(2 958 241 212)	(2 602 334 167)
Related party transactions		
Share loan fee		
The South African Breweries Proprietary Limited	–	58 034 328

Relationships:

Ultimate Holding Company:	Anheuser-Busch InBev SA/NV
Holding Company/Preference shareholder:	The South African Breweries Proprietary Limited
Fellow subsidiaries:	SAB Zenzele Holdings (RF) Limited SAB Zenzele II Employee Share Trust The SAB Foundation Trust

Refer to Note 2 for further disclosure regarding the related party transactions.

10. Dividend income

During the period, the Company received a dividend per share of 0.50 EUR at an exchange rate of ZAR16.82:EUR1 from AB InBev which amounted to R42 953 441 (2021: nil).

11. Operating expenses

	2022 R'000	2021 R'000
Operating expenses consists of:		
Share loan fee	–	58 034
Directors' remuneration (refer Note 12)	1 157	611
Administration fees	2 482	1 400
Auditors' remuneration	536	477
Computershare expenses	516	244
Sponsor fees	294	194
Professional fees	1 322	628
Other costs	1 207	4 578
	7 514	66 166

The share loan fee was determined as a fee equal to 0.66% of the Market Value of the shares determined at close of market on the business day immediately preceding 18 December 2019 which is the date on which the master stock lending and sub-lending agreements were signed. The share loan fee is calculated using the total number of AB InBev shares for the Kabili transaction (5 105 685 shares).

On 1 September 2021 the Company issued additional preference shares to cover the costs of share loan fees. Refer to Note 6.

12. Directors' remuneration

	2022 R'000	2021 R'000
Moss Ngoasheng	449	311
Ernest Kwindia	408	150
Itumeleng Dlamini	300	150
	1 157	611

Lucia Swartz, Duncan Pask and William Mogase are SAB nominee directors and full-time employees of SAB. The SAB nominee directors are not paid any amount by the Company and no material portion of their salaries paid by SAB is attributable or allocated to fulfilling the function as director of the Company. For this reason, no remuneration is disclosed for these directors. Lucia Swartz resigned as a director of the Company during the year and William Mogase was appointed as a director of the Company.

	2022 R'000	2021 R'000
13. Finance costs		
Interest expense on cumulative redeemable preference shares	373 040	191 545
Interest expense on The South African Breweries Proprietary Limited Facility	508	165
	373 548	191 710

The effective interest rate is 14.22% (2021: 13.18%), which is the rate that is required to discount the contractual cash flows back to the carrying amount. The dividend rate on the preference shares is calculated as 70% of prime rate, nominal, annual and compounded monthly which amounted to R175 854 509 (2021: R89 714 274). This has been disclosed as a current liability as this is payable upon receipt of the next AB InBev dividend in line with the terms of the preference share agreement.

Notes to the financial statements continued

for the year ended 31 December 2022

The interest rate on The South African Breweries Facility is calculated at 4.1%, nominal, annual and compounded monthly.

	2022 R'000	2021 R'000
14. Fair value gain/(loss) on financial asset		
Fair value gain/(loss) on investment in AB InBev shares	312 264	(490 859)
	312 264	(490 859)

The gain/(loss) on fair value of AB InBev shares in the respective period resulted in the increase/(decrease) of the AB InBev share price. Refer to Note 2 for details on the share price.

	2022 R'000	2021 R'000
15. Cash (used in)/generated from operations		
Loss before taxation	(25 134)	(748 713)
Adjustments for:		
Share loan fee expense [#]	–	58 034
Other expenses		466
Interest income	(711)	(23)
Finance costs	373 548	191 710
Fair value (gain)/loss on financial asset	(312 264)	490 859
Changes in working capital:		
Increase in prepayments	(12)	(192)
Increase in trade and other payables	1 047	5 727
	36 474	(2 132)

[#] On 1 September 2021, the Company issued additional preference shares to cover costs of share loan fees. This is therefore a non-cash transaction. Refer to Note 6.

	2022 Rand	2021 Rand
16. Loss per share		
Basic loss per share	(0.99)	(18.46)
Diluted loss per share	(0.99)	(18.46)

There were no adjustments required to losses attributable to equity shareholders in the determination of headline losses. Therefore, headline losses per share is the same as basic losses per share disclosed above.

There are no potential ordinary shares that would have a dilutive effect on the losses per share. Therefore, diluted losses per share and diluted headline losses per share is the same as basic losses per share disclosed above.

Losses per share calculations are based on losses and the weighted average number of ordinary shares outstanding as set out below:

Losses attributable to equity shareholders	(40 330 228)	(748 712 979)
Weighted average number of shares	40 550 001	40 550 001

17. Financial assets and financial liabilities

a. Financial risk management

The Company has exposure to the following risks from its use of financial instruments: credit risk, liquidity risk and market risk (price risk and interest rate risk). This note presents information about the Company's exposure to each of the above risks, the Company's objectives, policies and processes for measuring and managing risk, and the Company's management of capital. Further quantitative disclosures are included throughout these financial statements.

In terms of IFRS 13, Fair Value Measurement, financial instruments that are measured in the statement of financial position at fair value require disclosure of the fair value by level in terms of the following fair value hierarchy:

- Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices).
- Level 3: Inputs for assets or liabilities that are not based on observable market data (that is, unobservable inputs).

b. Fair value estimation

The Company's policy is to recognise transfers into and transfers out of the fair value hierarchy at the date of the event or change in circumstances that caused the transfer. During the year under review there have been no transfers between any of the levels.

The fair value of the investment in equity financial assets is based on the AB InBev share price, as listed on the JSE Limited.

The table below presents the Company's assets and liabilities that are measured at fair value and those measured at amortised cost whose fair value is disclosed.

	Level 1 R'000	Level 2 R'000	Level 3 R'000	Total R'000
31 December 2022				
Fair value measurement				
Financial asset	5 227 405	–	–	5 227 405
Amortised cost measurement				
Cash and cash equivalents	–	–	9 199	9 199
Preference shares – cumulative redeemable/dividend accrual	–	–	(2 235 233)	(2 235 233)
The South African Breweries Proprietary Limited Facility	–	–	(12 674)	(12 674)
Trade and other payables	–	–	(7 327)	(7 327)
Tax payable	–	–	(119)	(119)
31 December 2021				
Fair value measurement				
Financial asset	4 915 141	–	–	4 915 141
Amortised cost measurement				
Cash and cash equivalents	–	–	10 629	10 629
Preference shares – cumulative redeemable/dividend accrual	–	–	(2 333 470)	(2 333 470)
The South African Breweries Proprietary Limited Facility	–	–	(12 165)	(12 165)
Trade and other payables	–	–	(6 280)	(6 280)

There were no transfers between level 1, 2 or 3 during the financial year. Refer to Note 1.4 for the key inputs and assumptions used in the valuation of the fair value of the preference share liability.

Notes to the financial statements continued

for the year ended 31 December 2022

17. Financial assets and financial liabilities (continued)

c. Financial assets

Price risk

The Company is exposed to equity securities price risk because of the investment held by the Company which are classified on the statement of financial position as a financial asset at fair value through profit or loss. The Company's exposure to equity securities price risk is limited to the change in the AB InBev share price.

The table below summarises the impact of increases/(decreases) of the AB InBev share price. The analysis is based on the assumption that the AB InBev share price had increased/(decreased) by 10% with all other variables held constant.

Impact on profit or loss before tax:

	2022 R'000	2021 R'000
10% increase	522 740	491 514
10% decrease	(522 740)	(491 514)

d. Borrowings

Cash flow and fair value interest risk

The entity's interest rate risk arises from long-term borrowings by means of preference shares and the facility received from SAB. The preference shares are based on variable rates whereas the facility received from SAB is based on a fixed rate. Borrowings issued at variable rates expose the Company to cash flow interest rate risk, which is partially offset by cash held at variable rates.

Sensitivity analysis

The Company has used a sensitivity analysis technique that measures the estimated change to the statement of profit or loss and other comprehensive income of an instantaneous increase or decrease of 1% (100 basis points) in market interest rates, from the rate applicable at 31 December 2022, for each class of financial instrument, with all other variables remaining constant. This analysis is for illustrative purposes only, as in practice, markets rarely change in isolation.

Changes in the above market interest rates at the reporting date would have increased/(decreased) loss before tax by the amounts shown below. The analysis has been performed on the basis of the change occurring at the start of the reporting period and assumes that all other variables remain constant.

	Upward change in interest rate R'000	Downward change in interest rate R'000
31 December 2022		
1% movement	1 621	(1 621)
31 December 2021		
1% movement	957	(957)

17. Financial assets and financial liabilities (continued)

e. Liquidity risk

The Company's risk to liquidity is a result of the funds available to cover future commitments. The Company manages liquidity risk through an ongoing review of future commitments.

The Company ensures it has sufficient cash on demand (currently the Company is maintaining a positive cash position) to meet expected operational expenses, including the servicing of financial obligations; and having regard to the limitation of the cash flow waterfall provided in the funding agreements as set out below.

The Company is primarily dependent on dividends from AB InBev to service its obligations. The liquidity risks are considered high due to the Company being dependent on the receipt of a dividend from AB InBev to service its financial obligations. The Company, however, remains confident that the available cash resources, will be sufficient to meet its funding requirements.

In line with the funding agreements (preference share agreement) income generated by means of dividend income received from AB InBev will first be utilised for the purpose of settling any obligations in respect of operating expenses and taxes payable. The balance of received amounts will be applied as follows:

- 75% towards payments of all mandatory accumulated preference dividends and thereafter all accrued preference dividend in respect of preference shares; and
- 25% towards payment of ordinary shares.

Additionally, the accumulated preference share dividends are only payable once dividends are received from AB InBev and only to the extent that obligations in respect of operating expenses have been covered up to a maximum of R15 000 000 per annum. On 14 March 2023, an addendum to the facility agreement was signed between the Company and SAB where the maturity date of the facility is extended from 7 August 2023 to 7 August 2025. This extension will assist the Company with its liquidity shortfall as the loan will no longer be repayable in August 2023. The classification of the loan remains a current liability, as the addendum was only signed after year-end.

The preference share liabilities and SAB loan facility do not have any debt covenants. Available liquid resources are as follows:

	2022 R'000	2021 R'000
Cash at bank and on hand	9 199	10 629

The table below analyses the Company's financial liabilities into relevant maturity groupings based on the remaining period at the statement of financial position to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

	Payable less than three months R'000	Payable more than three months but less than one year R'000	Payable more than one year but less than five years R'000	Payable more than five years R'000	Total R'000
31 December 2022					
Preference shares – cumulative redeemable	–	–	–	3 031 500	3 031 500
Preference share – dividend accrual	–	265 569	1 562 575	1 763 319	3 591 463
The South African Breweries Proprietary Limited Facility	–	13 024	–	–	13 024
Trade and other payables	–	7 327	–	–	7 327
Payable to shareholders	9	–	–	–	9
		Payable more than three months but less than one year R'000	Payable more than one year but less than five years R'000	Payable more than five years R'000	Total R'000
31 December 2021					
Preference shares – cumulative redeemable	–	–	–	3 031 500	3 031 500
Preference share – dividend accrual	–	89 714	1 184 307	2 104 805	3 378 826
The South African Breweries Proprietary Limited Facility	–	–	13 024	–	13 024
Trade and other payables	–	6 280	–	–	6 280
Payable to shareholders	737	–	–	–	737

Notes to the financial statements continued

for the year ended 31 December 2022

17. Financial assets and financial liabilities (continued)

f. Capital risk management

The Company defines its capital as comprising share capital and capital reserves.

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

The capital structure of the Company consists of debt, which includes the preference share liabilities (refer to Note 6), facility from SAB (refer to Note 7), cash and cash equivalents (disclosed in Note 3), and equity as disclosed in the statement of financial position.

g. Credit risk

Credit risk is the risk of financial loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligations.

Credit risk is managed on a Company basis. Credit risk consists mainly of cash equivalents. The Company deposits cash only with major banks with high-quality credit standings and limits exposure to any one counterparty. There are no material receivables, and all financial assets are fully performing with no history of defaults.

The Company will continue to manage its credit risk relating to financial instruments by only transacting with credit-worthy counterparties. The Company's maximum exposure to credit risk is represented by the carrying amount of the financial assets that are exposed to credit risk.

There are no financial assets held that are past due and not impaired.

18. Taxation

No provision was made for taxation in 2021 as the Company had no taxable income.

A deferred taxation asset has not been recognised in respect of any assessed loss as management believes in following a prudent approach and does not consider it probable, at this time, that future taxable profit will be available against which the Company can utilise the benefits there from in the foreseeable future.

Major components of the tax expense include:

	2022 R'000	2021 R'000
Normal tax	162	–
Withholding tax	15 034	–
	15 196	–

The withholding tax relates to foreign dividends from AB InBev, which is not exempt as per Belgium Tax Law. The withholding tax is calculated as 30% foreign withholding tax and 5% local withholding tax of the dividends received from AB InBev.

Tax rate reconciliation

The income tax expenses for the year is reconciled to the effective rate of tax as follows:

	2022	2021
Applicable rate	28%	–
Exempt dividends	48%	–
Adjustments to comply with IFRS: Fair Value	348%	–
Expenses not deductible for tax	(425%)	–
Effective tax rate	(1%)	–

19. Tax paid

	2022 R'000	2021 R'000
Balance at the beginning of the year	–	–
Current tax for the year recognised in profit or loss	(15 196)	–
Balance at the end of the year	119	–
Tax paid	(15 077)	–

20. Segment reporting

As at 31 December 2022, the Company has one operating segment which is the reportable segment, being SAB Zenzele Kabili.

The operating segment reflects the management structure of the Company, and the way performance is evaluated and resources allocated based on operating profit/(loss) by the Company's chief operating decision-maker (the Board).

The information that the Board looks at, is the information shown in the primary statements and noted to the financial statements. Given that the Company only has one segment, the disclosure pertaining to segment assets, liabilities and expenses has not been disclosed in this note as the numbers are evident from the primary statements.

21. Going concern

The Company had an accumulated loss of R795 273 048 as at 31 December 2022 (December 2021: R749 265 820). As at 31 December 2022 the Company's current liabilities exceed its current assets by R276 294 419.

The financial statements have been prepared on the basis of accounting policies applicable to a going concern. This basis presumes that funds will be available to finance future operations and that the realisation of assets and settlement of liabilities, contingent obligations and commitments will occur in the ordinary course of business.

The Company is primarily dependent on dividends from AB InBev to service its obligations. The accumulated preference share dividends are only payable once dividends are received from AB InBev and only to the extent that obligations in respect of operating expenses have been covered up to a maximum of R15 000 000 per annum.

In 2021 The South African Breweries (Pty) Ltd advanced a facility amount of R12 000 000 to SAB Zenzele Kabili Holdings (RF) Limited to assist the Company in meeting its immediate liquidity shortfall. This advance was provided to assist the Company in meeting its operational obligations until the intended receipt of the next dividend from AB InBev. On 14 March 2023, an addendum to the facility agreement was signed between the Company and SAB where the maturity date of the facility is extended from 7 August 2023 to 7 August 2025. This extension will assist the Company with its liquidity shortfall as the loan will no longer be repayable in August 2023.

The Directors have reviewed the Company's budget and cash flow forecast for the year ahead. On the basis of this review, and in light of the current financial position of the Company, the Directors are satisfied that the Company has sufficient funds for the foreseeable future to continue as a going concern.

22. Subsequent events

Subsequent to the year end, the AB InBev Board proposed a full year 2022 gross dividend of 0.75 EUR per share, subject to shareholder approval at the AB InBev annual general meeting to be held on 26 April 2023. The total gross dividend equates to EUR3 829 264 and this translates to R65 863 340 using an average exchange rate of ZAR17.20:EUR1. The gross dividend will be subjected to withholding tax. On 14 March 2023, an addendum to the facility agreement was signed between the Company and SAB where the maturity date of the facility is extended from 7 August 2023 to 7 August 2025. This extension will assist the Company with its liquidity shortfall as the loan will no longer be repayable in August 2023.

There are no other matters that are material to the financial affairs of the Company that have occurred between 31 December 2022 and the date of approval of these financial statements.

Annexure A: Shareholder information

Shareholders beneficially holding in excess of 5% of the issued ordinary share capital of the company at 31 December 2022 are as follows:

	31 December 2022		31 December 2021	
	Number of shares	% of issued shares	Number of shares	% of issued shares
SAB Zenzele II Employee Share Trust	15 000 000 ⁽¹⁾	36.99%	15 000 000 ⁽¹⁾	36.99%
SAB Foundation Trust	7 199 708 ⁽²⁾	17.76%	7 275 077	17.94%

The Company's shareholder analysis at 31 December 2022 was as follows:

Ownership Range:

	Number of shareholders	% of shareholders	Number of shares owned	% of issued share capital
1 – 100 shares	14 251	90.91%	250 543	0.6%
101 – 500 shares	1 160	7.40%	235 539	0.6%
501 – 1 000 shares	142	0.91%	100 336	0.2%
1 001 – 10 000 shares	113	0.72%	247 195	0.6%
10 001 – 50 000 shares	6	0.04%	76 619	0.2%
More than 50 000 shares	4	0.03%	39 639 768	97.8%
	15 676	100.00%	40 550 000	100.0%

Type of shareholder:

	Number of shareholders	% of shareholders	Number of shares owned	% of issued share capital
Public (SAB Retail shareholders held via Ferbros Nominees)	1	0.01%	17 365 226	42.82%
Public (other shareholders)	15 673	99.98%	985 066	2.43%
Non-public ⁽³⁾	2	0.01%	22 199 708	54.75%
		100.00%	40 550 000	100.00%

* Includes Duncan Pask, a director of the Company, who is the beneficial owner of 2,205 shares and William Mogase, a director of the Company, who is the beneficial owner of 2,205 shares held by the SAB Zenzele II Employee Share Trust (1) + (2) = (3)

Notice of annual general meeting

SAB Zenzele Kabili Holdings (RF) Limited

Incorporated in the Republic of South Africa
(Registration number 2019/616052/06)
JSE share code: SZK
ISIN: ZAE000284196
("SAB Zenzele Kabili" or the "Company")

This document is important and requires your immediate attention.

If you are in any doubt about what action you should take, consult your broker, central securities depository participant ("CSDP"), legal adviser, banker, financial adviser, accountant or other professional adviser immediately.

Included in this document are:

- The notice of the annual general meeting ("AGM"), setting out the resolutions to be proposed at the meeting.
- Guidance notes on how to participate in the AGM electronically which can be found on page 47.
- There are also guidance notes if you wish to attend and vote at the meeting (for which purpose the virtual meeting connection information is included) or to vote by proxy which can be found on page 48 of this notice.
- A form of proxy for use by shareholders holding SAB Zenzele Kabili shares in certificated form or in sub-registered electronic form in dematerialised "own name".

If you have disposed or otherwise transferred all your shares in SAB Zenzele Kabili, please forward this notice of AGM, form of proxy and accompanying documents, to the purchaser or transferee of such shares or the broker, banker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

Shareholders are kindly advised that physical attendance will not be possible, and the AGM will only be accessible through electronic communication, as permitted by the JSE Limited ("JSE") and the provisions of the Companies Act, No. 71 of 2008, as amended ("Companies Act") and the Company's memorandum of incorporation, as amended ("MOI").

This document is available in English only at <https://sabzenzelekabili.co.za>

Notice to shareholders

Notice is hereby given to shareholders of SAB Zenzele Kabili as at the record date of Friday, 17 March 2023, the AGM of the Company will be held entirely by way of electronic communication as contemplated in section 63(2)(a) of the Companies Act at <https://SABZenzeleKabili.virtual-meetings.online/login> on Wednesday, 10 May 2023 at 09:00 (South African time), to:

- consider and, if deemed fit to pass, with or without modification, the following ordinary and special resolutions, in the manner required by the Companies Act, as read with the Listings Requirements of the JSE ("Listings Requirements") and the MOI; and
- deal with such other business as may lawfully be dealt with at the AGM.

The board of directors of the Company ("Board") has, in accordance with section 62(3)(a), read with section 59 of the Companies Act, determined that shareholders recorded in the Company's securities register as at the voting record date of Friday, 5 May 2023 are entitled to participate in and vote at the AGM. Accordingly, the last day to trade in the Company's shares in order to be recorded in the securities register to be entitled to participate in and vote at the AGM will be Tuesday, 2 May 2023. No share certificates may be dematerialised or rematerialised between Wednesday, 3 May 2023 and Friday, 5 May 2023, both days inclusive.

The MOI of SAB Zenzele Kabili permits the Company to hold its general meetings and AGMs (as the case may be) entirely by way of electronic communication as contemplated in section 63(2)(a) of the Companies Act. The Board has, in the circumstances, determined that it is necessary, prudent and preferable that the upcoming AGM be held entirely by way of electronic participation, and not by way of a physical meeting. Accordingly, the AGM will only be accessible through electronic communication, as permitted by the JSE and in accordance with the provisions of the Companies Act and the MOI. Shareholders will have the opportunity to cast their votes electronically through the Ince Proprietary Limited ("Ince") platform prior to the meeting, or send in their proxy forms, or to participate and/or vote online, subject to the provisions applicable to dematerialised shareholders without own-name registration. Please refer to page 47 of this notice of AGM for details on how to participate in the meeting. The Ince platform will be available from 09:00 (South African time) on Wednesday 10 May 2023.

Shareholders will be liable for their own network charges in relation to electronic participation in and/or voting at the AGM. Any such charges will not be for the account of the JSE, the Company or any service provider retained for purposes of hosting and/or facilitating the electronic AGM. None of the JSE, the Company or any such service provider can be held accountable in the case of loss of network connectivity or other network failure due to insufficient airtime, internet connectivity, internet bandwidth and/or power outages which prevents any such shareholder from participating in and/or voting at the AGM.

Identification of meeting participants

Shareholders are further advised that in terms of section 63(1) of the Companies Act, any person (including proxies) attending or participating at the AGM must present reasonably satisfactory identification before being entitled to attend or participate in and vote at the AGM. The Company has retained the services of Ince to provide the voting platform and the webcast, and to validate (in consultation with the Company and, in particular, the Company's transfer secretaries, JSE Investor Services, and your CSDP) each shareholder's entitlement to participate in and/or vote at the AGM, before providing you with the necessary means to access the AGM and the associated voting platform.

Notice of annual general meeting continued

Shareholders are advised, and strongly encouraged, to participate in the AGM electronically and, for administrative ease, to make use of the online proxy platform as outlined in this notice ahead of the meeting, subject to the provisions applicable to dematerialised shareholders without own-name registration.

AGENDA

1. PRESENTATION OF ANNUAL FINANCIAL STATEMENTS

The audited annual financial statements of the Company (as approved by the Board), including the Directors' report, the Audit, Committee report, the Social and Ethics Committee report and the external auditors' report for the year ended 31 December 2022, have been distributed to shareholders as required and are hereby presented to shareholders at this AGM as required in terms of section 61(8)(a) of the Companies Act.

The complete annual financial statements are set out on pages 18 to 37 of the annual report which is available on the following website at <https://www.sabzenzelekabili.co.za>

When reading the resolutions below, please refer to the explanatory notes for the AGM resolutions on page 43.

2. ORDINARY RESOLUTIONS

Ordinary resolution numbers 1.1: to 1.2:

Re-election of directors retiring by rotation

Mr Ngoasheng and Mr Pask retire by rotation in terms of clause 8.1.5 of the MOI, which requires not less than one-third of the directors to retire at each AGM. Mr Ngoasheng and Mr Pask, being eligible, offer themselves for re-election.

Ordinary resolution number 1.1:

Re-election of Moss Ngoasheng as a director

Moss Ngoasheng is an independent non-executive director and serves as Chairman of the Company. The full biography of the director is set out on page 44 of this notice.

"Resolved that, Moss Ngoasheng, who retires by rotation and who is eligible and available for re-election, be and is hereby re-elected as a director of the Company."

Ordinary resolution number 1.2:

Re-election of Duncan Pask as a director

Duncan Pask is a non-executive director. The full biography of the director is set out on page 44 of this notice.

"Resolved that, Duncan Pask, who retires by rotation and who is eligible and available for re-election, be and is hereby re-elected as a director of the Company."

Ordinary resolution number 1.3:

Confirmation of appointment of a director who filled a casual vacancy

Mr William Mogase was appointed as a director to fill the vacancy created by the resignation of Lucia Swartz and in terms of Clause 8.2.3 of the MOI, must be confirmed by shareholders at the next annual general meeting.

Ordinary resolution number 1.3:

Confirmation of William Mogase as a director

The full biography of the director is set out on page 44 of this notice.

"Resolved that, William Mogase, be and is hereby confirmed as a director of the Company."

The percentage of voting rights required for ordinary resolution numbers 1.1 to 1.3 to be adopted is more than 50% (fifty percent) of the voting rights exercised on each resolution.

Ordinary resolution numbers 2.1: to 2.3:

Election of Audit Committee Members

Ordinary resolution number 2.1:

"Resolved that, Ernest Kwindu be and is hereby elected as a member of the Audit Committee with effect from the end of this meeting in terms of section 94(2) of the Companies Act, until the conclusion of the next AGM."

Ordinary resolution number 2.2:

"Resolved that, subject to the passing of ordinary resolution number 1.1, Moss Ngoasheng be and is hereby elected as a member of the Audit Committee with effect from the end of this meeting in terms of section 94(2) of the Companies Act, until the conclusion of the next AGM."

Ordinary resolution number 2.3:

"Resolved that, Itumeleng Dlamini be and is hereby elected as a member of the Audit Committee, with effect from the end of this meeting in terms of section 94(2) of the Companies Act, until the conclusion of the next AGM."

The percentage of voting rights required for ordinary resolution numbers 2.1 to 2.3 to be adopted is more than 50% (fifty percent) of the voting rights exercised on each resolution.

Ordinary resolution number 3:

Re-appointment of external auditors

The Board has considered the JSE list of accredited auditors and reporting accountants and have confirmed that both PricewaterhouseCoopers Inc. and Marcia Mokone are accredited with the JSE and Marcia does not appear on the JSE list of disqualified individual auditors.

Ordinary resolution number 3:

"Resolved that, PriceWaterhouseCoopers Inc. be and is hereby re-appointed as auditor of the Company to hold office with effect from the conclusion of this meeting until the conclusion of the next AGM of the Company, with Marcia Mokone as the designated auditor."

The percentage of voting rights required for ordinary resolution number 3 to be adopted is more than 50% (fifty percent) of the voting rights exercised on this resolution.

3. SPECIAL RESOLUTION

3.1 Special resolution number 1

Proposed remuneration payable to non-executive directors

"Resolved that (i) in terms of the Companies Act and clause 8.7 of the MOI and subject to the terms thereof, the directors' remuneration, with effect from the date of passing of this resolution, be as set out below:

Each Director will receive the following fees and remuneration for services rendered to the Company in accordance with the following scale.

	Current fees payable per annum (Rands)	Proposed fees payable per annum (Rands)
Service as a Director/Chair/Board Committee		
Chairperson	270 000	284 850
Independent Director (other than Chairperson)	150 000	158 250
Audit Committee (Chair)	120 000	126 600
Audit Committee Member	60 000	63 300
Social and Ethics Committee (Chair)	40 000	42 200
Social and Ethics Committee Member	20 000	21 100

Duncan Pask and William Mogase are full-time employees of SAB. The SAB Directors are not paid any amount by the Company.

In accordance with clause 8.7.3 of the MOI, the directors shall also be paid all their travelling and other expenses properly and necessarily expended by them in and about the business of the Company and in attending general meetings of the directors or of committees of the directors of the Company.

The proposal set out in special resolution number 1, is in line with the remuneration paid to non-executive directors and other non-executive office bearers of other South African companies. The Board has sanctioned the proposal.

The proposed revised remuneration is considered to be fair and reasonable and in the best interests of the Company.

The percentage of voting rights required for special resolution number 1 to be adopted shall be at least 75% of the votes cast by all shareholders present in person, or represented by proxy, at the AGM.

Operative time of resolutions

Other than expressly provided otherwise, all resolutions will be immediately operative once approved by the requisite majority of shareholders.

Voting procedures

Voting at the AGM will be undertaken electronically. An electronic voting service will be available that will enable all eligible shareholders who attend to vote at the meeting, subject to the provisions applicable to dematerialised shareholders without own-name registration. Voting on all resolutions will be conducted by way of a poll. The registrars will identify each shareholder's individual shareholding so that the number of votes that each shareholder has at the meeting will be linked to the number of votes which each shareholder will be able to exercise at the meeting. Shareholders who have completed and returned forms of proxy, including any proxy completed and returned via the online proxy platform will not need to vote at the meeting. Shareholders are encouraged to participate and use the form of proxy or the online voting service to ensure all shareholders' votes are counted, subject to the provisions applicable to dematerialised shareholders without own-name registration.

Voting and proxies

Certificated and dematerialised shareholders who hold their shares with "own-name" registration entitled to attend and vote at the meeting may appoint one or more individuals as proxies to attend, participate and vote in their stead. A proxy does not have to be a shareholder of the Company but must be an individual. The appointment of a proxy will not preclude the shareholder who appointed that proxy from attending the AGM and participating and voting in person thereat to the exclusion of any such proxy. A form of proxy for use at the meeting is attached and must be submitted by all individuals attending as proxies, together with a certified copy of the SA ID of the shareholder and the proxy. The duly completed instrument appointing a proxy and the authority, if any, under which it is signed must be lodged by shareholders with the Company's transfer secretaries, Computershare Investor Services Proprietary Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196 (Private Bag X9000, Saxonwold, 2132) or by email at email address: proxy@computershare.co.za prior to the commencement of the meeting to be held at 09:00 (South African time) on Wednesday, 10 May 2023 and for administrative convenience shareholders are requested to lodge all such documents by no later than 09:00 (South African time) on Monday, 8 May 2023. The name and address details of the transfer secretaries are provided on the form of proxy. The attention of shareholders is directed to the additional notes contained in the form of proxy included in this notice on page 48. The attached form of proxy is provided to shareholders for their convenience. Shareholders are not obliged to use the attached form and may appoint a proxy in writing under section 58 of the Companies Act. A summary of the provisions of this section is included in the appendix to the notice of AGM.

Dematerialised shareholders without own-name registration must instruct their CSDP, broker or nominee as to how they wish to vote. The voting instructions must reach the CSDP, broker or nominee in sufficient time to allow the CSDP, broker or nominee to advise the Company or the Company's transfer secretaries, Computershare, of their instructions by no later than 09:00 on Monday, 8 May 2023, for administrative convenience. Dematerialised shareholders without own-name registration who wish to attend, participate electronically in and/or vote at the AGM are required to first contact and/or instruct their CSDP, broker or nominee to issue them with the necessary letters of representation in terms of the custody agreement entered into between the dematerialised shareholder and their CSDP, broker or nominee to do so and following the procedure above. For administrative convenience, shareholders are requested to lodge the letters of representation with the Company's registrars by no later than 09:00 on Monday, 8 May 2023.

By order of the Board:



Moss Ngoasheng

Chairman of the Board

27 March 2023

Business address and registered office

65 Park Lane, Sandown, 2196

Transfer secretaries

Computershare Investor Services Proprietary Limited
Rosebank Towers, 15 Biermann Avenue
Rosebank, Johannesburg, 2196, South Africa
(Private Bag X9000, Saxonwold, 2132)
Telephone (011) 370 5000

Explanatory notes to the Resolutions proposed at the AGM of the Company

for the year ended 31 December 2022

For any assistance or information, please phone JSE Investor Services on 0861 900 903.

Re-election of directors retiring by rotation at the AGM – ordinary resolution number 1.1 to 1.2

Clause 8.15 of the MOI, requires one-third of the non-executive directors, to retire from office at the conclusion of each AGM and for those directors, being eligible for re-election, to be re-elected by shareholders. Moss Ngoasheng and Duncan Pask having retired by rotation in terms of the MOI and, being eligible, offer themselves for re-election as a director of the Company. Their biographical details are set out on page 44.

Confirmation of appointment of a director appointed after the last AGM – ordinary resolution number 1.3

Clause 8.2.3 of the MOI, requires that any director appointed to fill a casual vacancy in the board must be confirmed by shareholders at the next annual general meeting. Mr William Mogase was appointed as a director to fill the vacancy created by the resignation of Lucia Swartz. The biographical details of William Mogase are set out on page 44.

Election of the Audit Committee – Ordinary Resolution numbers 2.1 to 2.3

Section 94 of the Companies Act, requires, among other things, that at each AGM of a public company the shareholders appoint an Audit Committee comprising at least three members who are non-executive directors of the company. Regulation 42 of the Companies Regulations, 2011 requires that, at least one-third of the members of a Company's Audit Committee at any particular time must have academic qualifications, or experience, in economics, law, corporate governance, finance, accounting, commerce, industry, public affairs or human resource management. The Board has reviewed the composition of the Audit Committee against the requirements of the Companies Act and has confirmed that the committee complies with the relevant regulatory requirements and that the members have the necessary knowledge, skills and experience to enable the committee to perform its duties in terms of these requirements.

The Board therefore recommends the election of the members proposed in ordinary resolution numbers 2.1 to 2.3.

Re-appointment of external auditors – ordinary resolution number 3

Section 90(1) of the Companies Act requires a public company to appoint an auditor each year at its AGM. The Audit Committee considered the independence of the external auditors during the year and assessed the skills, reporting and overall performance of PricewaterhouseCoopers Inc. (as external auditors) and has satisfied itself that the external auditors comply with the requirements of section 90(2) and 90(3) of the Companies Act and section 22 of the Listings Requirements. The board has considered the JSE list of accredited auditors and reporting accountants and have confirmed that both PricewaterhouseCoopers Inc. and Marcia Mokone are accredited with the JSE and Marcia does not appear on the JSE list of disqualified individual auditors and accordingly recommends their reappointment as the Company's external auditors.

Remuneration payable to directors – special resolution number 1

In terms of sections 66(8) and (9) of the Companies Act, the Company may remunerate its directors for their services as directors only in accordance with a special resolution approved by the shareholders within the previous two years. In terms of clause 8.7 of the MOI, the directors are entitled to such remuneration as the shareholders of the Company in general meeting may from time to time determine. In addition, in terms of clause 8.7.3 of the MOI, the directors shall be paid all reasonable expenses in travelling (including hotels) to and from meetings of the directors and shareholders, and the members of the board committees shall be entitled to all reasonable expenses in travelling (including hotels) to and from meetings of the members of the board committees. The rates referred to in this special resolution number 1 have been selected to ensure that the remuneration of directors remains competitive in order to enable the Company to retain and attract persons of the calibre, appropriate capabilities, skills and experience required in order to make meaningful contributions to the Company.

Special resolution number 1 is proposed in order to comply with the requirements of the Companies Act and the MOI.

Explanatory notes to the Resolutions proposed at the AGM of the Company *continued* for the year ended 31 December 2022

The qualifications and background of the Board are summarised below:

Moss Ngoasheng – 65 (Independent Chairman, member of the Audit Committee, member of the Social and Ethics Committee)

Qualifications

- Bachelor's Degree in Economics and International Politics
- Honours Degree in Industrial Sociology
- Master's Degree in Development Studies

Moss serves as the Chairman of the SAB Foundation, the Investec Property Fund, Temo Capital and Chief Executive Officer of Safika Holdings. He also serves on the boards of The Mandela Children's Fund and The Mandela Children's Hospital.

Ernest Kwindu – 47 (Independent, Chairman of the Audit Committee, member of the Social and Ethics Committee)

Qualifications

- Bachelor of Commerce (Honours) CA(SA)
- Master's in Commerce (South African and International Tax)
- Transition to General Management

Ernest is founder and managing director of Itai Capital, an investment holding and advisory firm as well as the co-founder and executive Chairman of Proximity Advisory, a boutique corporate finance advisory firm. Itai Capital was founded in 2016 and focuses mainly on principal investments and corporate finance advisory services. Ernest has over 13 years of Investment Banking experience having worked for Rand Merchant Bank's ("RMB") Corporate Finance Division specialising in mergers and acquisitions, listings, disposals, valuations, and Black Economic Empowerment. He served on RMB's Investment Banking Division's Board for a number of years and in later years was Investment Banking Coverage Director specialising in B-BBEE transactions.

Ernest has served on a number of boards including the National Empowerment Fund ("NEF"), Piotrans, Zenzele Itereleng NPC and is a trustee of the Lefa La Rona Trust.

Itumeleng Dlamini – 50 (Independent, Chairperson of Social and Ethics Committee, member of Audit Committee)

Qualifications

- Bachelor's Degree in Social Sciences
- Bachelor of Laws
- Master's in Public Administration and Public Policy

Itumeleng has a multi-disciplinary background in public policy, corporate and commercial law and development. She is currently an Advisor to the African Peer Review Mechanism ("APRM") responsible for leading and promoting corporate governance standards and initiatives on the African continent and for expanding global partnerships for good governance in Africa. She is also the founding director of the African Network on Corporate Governance of State-Owned Enterprises (a joint project of APRM, the World Bank and African Development Bank).

Duncan Pask – 37 (Non-executive)

Qualifications

- Bachelor of Commerce in Accounting
- Fellow of the Chartered Governance Institute of SA

Duncan has been with The South African Breweries (Pty) Ltd ("SAB") for 12 years and was appointed Company Secretary of SAB and the AB InBev Africa Zone in 2017. Duncan managed the SAB Zenzele Broad-Based Black Economic Empowerment ("B-BBEE") scheme and was instrumental in settling the R9.7 billion transaction in April 2021, which was the largest B-BBEE scheme in South African Fast Moving Consumer Goods ("FMCG") history.

William Mogase – 41 (Non-executive)

William is a customer service representative at the SAB and is the Chairperson of the SAB Zenzele II Employee Trust as well as the Chairperson of the South African Breweries Medical Aid Scheme. He was previously the Chairperson of the SAB Zenzele Employee Trust, which concluded in April 2020. He is studying BCom Law at Regent Business School.

Appendix to the Notice of AGM

for the year ended 31 December 2022

Important notes about the AGM

Date and time

The meeting will be held virtually on Wednesday, 10 May 2023 on <https://SABZenzeleKabili.virtual-meetings.online/login> and will begin promptly at 09:00 (South African time).

Shareholders can attend the AGM by accessing the online facility and will need to register prior to the meeting, subject to the provisions applicable to dematerialised shareholders without own-name registration. Details on how to attend through electronic means can be found on page 47 of this notice.

Enquiries

Any shareholders having difficulties or queries in regard to the AGM or the above are invited to contact JSE Investor Services call centre, on 0861 900 903. Calls will be monitored for quality control purposes.

The results of the AGM will be posted on the Securities Exchange News Services ("SENS") as soon as is practicable after the AGM.

Summary of applicable rights Established in section 58 of the Companies Act, No. 71 of 2008, as amended for the year ended 31 December 2022

For purposes of this summary, the term "shareholder" shall have the meaning ascribed thereto in section 57(1) of the Companies Act.

1. At any time, a shareholder of a company is entitled to appoint any individual, including an individual who is not a shareholder of that company, as a proxy to participate in, speak and vote at a shareholders meeting on behalf of the shareholder.
2. A proxy appointment must be in writing, dated and signed by the relevant shareholder.
3. Except to the extent that the memorandum of incorporation of a company provides otherwise:
 - 3.1 a shareholder of the relevant company may appoint two or more persons concurrently as proxies, and may appoint more than one proxy to exercise voting rights attached to different securities held by such shareholder; and
 - 3.2 a copy of the instrument appointing a proxy must be delivered to the relevant company, or to any other person on behalf of the relevant company, before the proxy exercises any rights of the shareholder at a shareholders meeting.
4. Irrespective of the form of instrument used to appoint a proxy:
 - 4.1 the appointment of the proxy is suspended at any time and to the extent that the shareholder who appointed that proxy chooses to act directly and in person in the exercise of any rights as a shareholder of the relevant company; and
 - 4.2 should the instrument used to appoint a proxy be revocable, a shareholder may revoke the proxy appointment by cancelling it in writing, or making a later inconsistent appointment of a proxy, and delivering a copy of the revocation instrument to the proxy and the relevant company.
5. The revocation of a proxy appointment constitutes a complete and final cancellation of the proxy's authority to act on behalf of the relevant shareholder as of the later of the date:
 - 5.1 stated in the revocation instrument, if any; or
 - 5.2 upon which the revocation instrument is delivered to the proxy and the relevant company as required in section 58(4)(c)(ii) of the Companies Act.
6. Should the instrument appointing a proxy or proxies have been delivered to the relevant company, as long as that appointment remains in effect, any notice that is required by the Companies Act or the relevant company's memorandum of incorporation to be delivered by such company to the shareholder must be delivered by such company to:
 - 6.1 the shareholder, or
 - 6.2 the proxy or proxies if the shareholder has in writing directed the relevant company to do so and has paid any reasonable fee charged by the company for doing so.
7. A proxy is entitled to exercise, or abstain from exercising, any voting right of the relevant shareholder without direction, except to the extent that the memorandum of incorporation of the relevant company or the instrument appointing the proxy provide otherwise.
8. If a company issues an invitation to shareholders to appoint one or more persons named by such company as a proxy, or supplies a form of instrument for appointing a proxy:
 - 8.1 the company must not require that the proxy appointment be made irrevocable; and
 - 8.2 the proxy appointment remains valid only until the end of the relevant meeting at which it was intended to be used, unless revoked as contemplated in section 58(5) of the Companies Act.

How to participate in the AGM

Certificated and dematerialised own name registered shareholders may follow the process outlined below.

Dematerialised shareholders without own name registration who wish to attend, participate electronically in and/or vote at the AGM are required to first contact and/or instruct their CSDP, broker or nominee to issue them with the necessary letters of representation in terms of the custody agreement entered into between the shareholder and their CSDP, broker or nominee to do so before accessing the online facility and following the procedure below. For administrative convenience, shareholders are requested to lodge the letters of representation with the Company's registrars by no later than 09:00 on Monday, 8 May 2023.

Dematerialised shareholders without own name registration who do not wish to attend the AGM must instruct their CSDP, broker or nominee as to how they wish to vote. The voting instructions must reach the CSDP, broker or nominee in sufficient time to allow the CSDP, broker or nominee to advise the Company or the Company's transfer secretaries, Computershare, of their instructions by no later than 09:00 on Monday, 8 May 2023, for administrative convenience. Dematerialised shareholders without own-name registration who do not wish to attend the AGM must not complete the Form of Proxy.

Rules as to how and where shareholders can cast votes prior to the meeting and how they can attend.

Shareholders who are unable to attend the AGM can, through the online facility, prior to the commencement of the AGM, vote on the resolutions set out on pages 40 to 41 by:

- completing and returning the Form of Proxy attached to this notice on page 48; or
- appointing a proxy to attend in their stead; or
- casting their votes electronically through the Ince platform.

Shareholders are referred below for details on how to register for the AGM and submit their Form of Proxy.

Submit their Form of Proxy by using the easy-to-operate online facility to appoint a proxy to vote at the AGM on their behalf.



AGM
<https://SABZenzeleKabili.virtual-meetings.online/login>
The online guide is available to download and may be accessed at
<https://sabzenzelekabili.co.za> from 09:00 on Monday 3rd April 2023.



Complete the Form of Proxy using their mobile device by dialling USSD: *134*520# and
Whatsapp: 27872406765 to appoint a proxy to attend the AGM.



Complete the Forms of Proxy that are contained in the Notice of AGM These forms appear on pages 48 to 49 of the Notice of AGM Document

Shareholders can also attend the AGM by accessing the online facility and will need to log on at
<https://SABZenzeleKabili.virtual-meetings.online/login>

To be completed by certificated shareholders and dematerialised shareholders with 'own- name' registration only.

SAB Zenzele Kabili Holdings (RF) Limited

Incorporated in the Republic of South Africa
(Registration number 2019/616052/06)
JSE Share Code: SZK
ISIN: ZAE000284196
("SABZK" or the "Company")

FORM OF PROXY

For use at the annual general meeting ("AGM") to be held virtually at <https://SABZenzeleKabili.virtual-meetings.online/login> at 09:00 (South African time) on Wednesday, 10 May 2023. For assistance in completing the proxy form, please contact JSE Investor Services Call centre on 086 190 0903. A shareholder (including certificated shareholders and dematerialised shareholders with 'own-name' registration) entitled to attend and vote at the AGM may appoint one or more proxies to attend, vote and speak in his/her/its stead at the AGM. A proxy need not be a shareholder of the Company but must be an individual.

I/We _____

ID number/registration number _____ of _____

being a shareholder/shareholders of the above-mentioned Company do hereby appoint _____

_____ or failing him/her _____

_____ or failing him/her _____

the Chairperson of the Company or failing him the Chairperson of the meeting as my/our proxy to vote for me/us and on my/our behalf at the AGM of the Company to be held virtually at <https://SABZenzeleKabili.virtual-meetings.online/login> on Wednesday, 10 May 2023 at 09:00 for the purposes of considering and, if deemed fit, passing, with or without modification, the resolutions to be proposed thereat and at any adjournment or postponement thereof and to vote for and/or against the resolutions and/or abstain from voting in respect of the shares in the issued share capital of the Company registered in my/our name as follows:

	For**	Against**	Abstain**
Ordinary resolutions			
Ordinary resolution number 1.1: Re-election of Moss Ngoasheng as a director			
Ordinary resolution number 1.2: Re-election of Duncan Pask as a director			
Ordinary resolution number 1.3: Confirmation of appointment of William Mogase as a director			
Ordinary resolution number 2.1: Election of Ernest Kwinda as a member of the Audit Committee			
Ordinary resolution number 2.2: Election of Moss Ngoasheng as a member of the Audit Committee			
Ordinary resolution number 2.3: Election of Itumeleng Dlamini as a member of the Audit Committee			
Ordinary resolution number 3: Re-appointment of PricewaterhouseCoopers Inc. as independent auditors			
Special resolutions			
Special resolution number 1: Remuneration payable to directors			

** Mark with an X whichever is applicable. Unless otherwise directed, the proxy will vote or abstain as he/she thinks fit in respect of the shareholder's total holding. The proxy may also vote or abstain in respect of any other business proposed at the meeting as he/she thinks fit.

Any shareholder entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend, speak and to vote in his/her stead. The proxy so appointed need not also be a shareholder but must be an individual.

Please read the notes on the reverse side hereof.

Signed at _____ on _____ 2023

Full name(s) _____ (in block letters)

Signature(s) _____

Address _____

Assisted by (guardian) _____ date _____

If signing in a representative capacity, see notes to proxy on the reverse side hereof.

Please note that a proxy/ies attending the meeting on behalf of a registered shareholder will not be entitled to vote on behalf of the shareholder unless they are accompanied by this duly completed form.

Notes to Form of proxy

- Only shareholders who are registered in the register, or in the sub-register of the Company under their 'own-name' on the relevant record date for the meeting may complete a proxy form or alternatively attend the meeting. Beneficial owners who are not the registered holder and who wish to attend the meeting in person may do so by requesting the registered holder, being their Central Security Depository Participant ("CSDP"), broker or nominee, to issue them with a letter of representation in terms of the custody agreements entered into with the registered holder. Letters of representation must be lodged with the Company's registrars by no later than 09:00 on Monday, 8 May 2023.
- Beneficial owners who are not the registered holder and who do not wish to attend the meeting in person must provide the registered holder, being the CSDP, broker or nominee, with their voting instructions. The voting instructions must reach the registered holder in sufficient time to allow the registered holder to advise the Company or the Company's registrar of their instructions by no later than 09:00 on Monday, 8 May 2023 for administrative convenience.
- A shareholder may insert the name of a proxy or the names of two alternative proxies of his/her choice in the space/s provided, with or without deleting "the Chairman of the general meeting", but any such deletion or insertion must be initialled by the shareholder. Any insertion or deletion not complying with the foregoing will be declared not to have been validly effected. The person whose name stands first on the proxy form and who is present at the general meeting will be entitled to act as proxy to the exclusion of those whose names follow. In the event that no names are indicated, the proxy shall be exercised by the Chairman of the AGM.
- A shareholder's instructions to the proxy must be indicated by the insertion of an "X" or the relevant number of votes exercisable by that shareholder in the appropriate box provided. An "X" in the appropriate box indicates the maximum number of votes exercisable by that shareholder. Failure to comply with the above will be deemed to authorise the proxy to vote or to abstain from voting at the annual general meeting as he/she deems fit in respect of the entire shareholder's votes exercisable thereat. A shareholder or his/her proxy is not obliged to use all the votes exercisable by the shareholder or by his/her proxy, but the total of the votes cast and in respect of which abstention is recorded, may not exceed the maximum number of votes exercisable by the shareholder or by his/her proxy. The proxy may also vote or abstain in respect of any other business proposed at the meeting as he/she thinks fit.
- The proxy shall (unless this sentence is struck out and countersigned) have the authority to vote, as he/she deems fit, on any other resolution which may validly be proposed at the meeting, including in respect of any proposed amendment to the above resolutions. If the foregoing sentence is struck out, the proxy shall be deemed to be instructed to vote against any such proposed additional resolution and/or proposed amendment to an existing resolution as proposed in the notice to which this form is attached.
- To be effective, completed proxy forms and the authority, if any, under which it is signed must be lodged at the Company's South African transfer secretaries at the address, fax number or email address stipulated below prior to the time appointed for the holding of the meeting and shareholders are requested to lodge all such documents by no later than 09:00 on Monday, 8 May 2023.
- The completion and lodging of this proxy form will not preclude the relevant shareholder from attending the AGM and speaking and voting in person thereat instead of any proxy appointed in terms hereof.
- The Chairman of the AGM may reject or accept any proxy form which is completed and/or received other than in compliance with these notes.
- Any alteration to this proxy form, other than a deletion of alternatives, must be initialled by the signatory.
- Documentary evidence establishing the authority of a person signing this proxy form in a representative or other legal capacity must be attached to this proxy form, unless previously recorded by the Company or waived by the Chairperson of the AGM.
- Where there are joint holders of shares:
 - any one holder may sign the proxy form; and
 - the vote of the senior shareholder (for which purpose seniority will be determined by the order in which the names of the shareholders appear in the Company's register) who tenders a vote (whether in person or by proxy) will be accepted to the exclusion of the vote(s) of the other joint shareholders.
- A minor must be assisted by his/her parent or legal guardian, unless the relevant documents establishing his/her legal capacity are produced or have been registered by the transfer secretaries.
- A proxy may not delegate his/her authority to act on behalf of the shareholder, to another person.

Office of the transfer secretaries

Address: Computershare Investor Services Proprietary Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank, Johannesburg, 2196, South Africa, Private Bag X9000, Saxonwold, 2132

Telephone: (011) 370 5000

Email address: proxy@computershare.co.za

Administration

Company information

(Incorporated in the Republic of South Africa)
(Registration number: 2019/616052/06)
JSE share code: SZK
ISIN: ZAE000284196
("SABZK" or the "Company" or "SAB Zenzele Kabili")

Postal address

PO Box 782178
Sandton
2146

Registered address

65 Park Lane
Sandown
2196

Board of directors

MM Ngoasheng
E Kwindi
I Dlamini
W Mogase
D Pask

Office of the transfer secretaries

Computershare Investor Services Proprietary Limited
Rosebank Towers
15 Biermann Avenue
Rosebank, Johannesburg
2196
Tel: (011) 370 5000

Company Sponsor

Tamela Holdings Proprietary Limited
Ground Floor
Golden Oak House
Ballyoaks Office Park
35 Ballyclare Drive
Bryanston
2021

Company secretary

Rilapax Proprietary Limited
Trading as William Radcliffe
JSE Limited
2 Gwen Lane
Sandown
2196

Auditors

PricewaterhouseCoopers Inc.
4 Lisbon Lane
Waterfall City
Jukskei View
2090

Frequently asked questions

WHO CAN BUY SAB ZENZELE KABILI SHARES?

SAB Zenzele Kabili is listed on the B-BBEE section of the JSE and is open to any qualifying person in terms of the B-BBEE Act.

I WOULD LIKE TO BECOME A SAB ZENZELE KABILI SHAREHOLDER – HOW DO I GO ABOUT ACQUIRING SHARES?

You can acquire listed shares through an existing broker, alternatively you can visit <https://www.computershare.com/za/sab-zenzele-kabili> or <https://support.easyequities.co.za/support/solutions/articles/13000087264-sab-zenzele-kabili-holdings-rf-limited-verification-and-investment-process>.

HOW DO I SELL MY SHARES IN SAB ZENZELE KABILI?

You can contact your existing broker or call our call centre on 0861 900 903.

HOW DO I CONTACT JSE INVESTOR SERVICES?

SAB Zenzele Kabili shareholders can contact JSE Investor Services through the following options:

Telephone: 0861 900 903

Email: empl.retail@jseinvestorservices.co.za

Post: PO Box 4844, Johannesburg 2000

Physical address: One Exchange Square, 2 Gwen Lane, Sandown, Sandton, 2196

WHAT ARE THE OPERATING HOURS OF JSE INVESTOR SERVICES?

The telephone line is open during office hours only from 08:00 to 17:00 on Monday to Friday.

WHAT IS A DIVIDEND?

A dividend is a distribution of a portion of a company's asset or profits to its shareholders. The declaration of a dividend is managed and decided by the company's board of directors.

WHEN WILL A DIVIDEND BE DECLARED?

It depends on whether SAB Zenzele Kabili is in a financial position to declare a dividend. Communication via SMS will be sent once a dividend is declared.

HOW MANY SHARES DOES SAB ZENZELE KABILI HOLD IN AB INBEV?

SAB Zenzele Kabili currently holds 5 105 685 shares in AB InBev.

WILL I HAVE VOTING RIGHTS AS AN SAB ZENZELE KABILI SHAREHOLDER?

Yes, you will. You can vote at the general meetings of SAB Zenzele Kabili. You are entitled to one vote for every SAB Zenzele Kabili share held.

HOW DO I CHANGE MY PERSONAL DETAILS?

You are required to submit a change of details form, together with the required supporting documentation, to JSE Investor Services via email, post or hand delivery. Contact JSE Investor Services on 0861 900 903 to obtain the necessary forms.