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FOR IMMEDIATE RELEASE

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Securities Code: 2502
Stock Listings: Tokyo Stock Exchange, Prime Market
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Notice Regarding the Acquisition of Shares in Diageo plc's Businesses in East Africa

Asahi Group Holdings, Ltd. ("**Asahi**") hereby announces that today, it has made the decision to acquire 100% of the shares in Diageo Kenya Limited ("**DKL**") and 53.68% of the shares in UDV (Kenya) Limited ("**UDVK**") from two subsidiaries of Diageo plc ("**Diageo**"), and has entered into a separate sale and purchase agreement with each of the two aforementioned Diageo subsidiaries (the "**Transaction**"). Through this Transaction, Asahi will indirectly acquire 65.00% of the shares in East African Breweries PLC ("**EABL**") which markets beer, spirits and RTD (Note 1) beverages in Kenya, Uganda and Tanzania. DKL, UDVK, and EABL are collectively referred to as the "**Target Business**". EABL is listed in the stock exchanges of Kenya, Uganda and Tanzania, and we intend to maintain its listing status going forward. (Note 1) Abbreviation of "Ready to Drink". Pre-mixed alcohol beverages which are sold ready for consumption.

I. Reason for the acquisition

Our Medium- to Long- Term Management Policy, which has been developed by backcasting from megatrends, sets forth a vision for our business portfolio that emphasizes growth of our existing business centered on core beer brands and expansion into new business areas. We are pursuing initiatives in existing markets, such as driving premiumization and growing global brands, as well as expansion of our geographic footprint.

This Transaction is part of this strategy. Our objective is to establish a foundation for medium- to long-term growth by acquiring a leading platform in Kenya and the East African market, which is expected to deliver long-term growth driven by population increase and economic expansion.

The Target Business possesses a rich brand portfolio, including beer brands such as "Senator", "Tusker", and "Serengeti", as well as spirits brands such as "Chrome" and "Kenya Cane", and has strong marketing and product development capabilities. Diageo and EABL plan to enter into long-term licenses for Diageo's global brands, such as "Guinness", "Johnnie Walker" and "Smirnoff Ice", to ensure they continue to be sold within the Target Business' key markets. With a strong brand portfolio and operational efficiency initiatives, the business offers high growth potential and stable profitability. By combining the brands and talent of both companies, we aim to achieve sustainable and mid- to long-term enhancement of corporate

value.

II. Mandatory takeover exemption

EABL is listed on the securities exchanges in Kenya, and is cross-listed in Uganda and Tanzania, and 35.00% of its shares are held by public shareholders (the “**EABL Minority Shareholders**”). By indirectly acquiring DKL’s 65.00% shareholding in EABL, unless we receive an exemption from applicable regulations, we will be required to extend a take-over offer to EABL Minority Shareholders for the shares they hold in EABL (“**Take-over Offer**”).

Asahi believes that the current shareholding structure, including its minority shareholders, is beneficial to EABL’s business and will promote broad-based economic benefit to a diverse range of stakeholders. We currently have no intention of acquiring the publicly traded shares of EABL beyond a 65.00% shareholding, and we intend to maintain EABL’s listings. Therefore, we intend to serve on the board of directors of EABL a notice of Asahi’s intention not to make a Take-over Offer to the EABL Minority Shareholders, and we will make a formal application to the Capital Markets Authority in Kenya and Uganda, and the Capital Markets and Securities Authority in Tanzania, requesting that we be exempted from making a Take-over Offer.

III. Overview of the Transaction

The key terms of the two share purchase agreements we executed today for the acquisition of DKL and UDVK are as follows. Although we are entering into two separate share purchase agreements, the agreements are inter-conditional, and therefore closing under both agreements need to occur simultaneously. Asahi Europe & International Ltd (“**AEI**”), a wholly owned subsidiary of Asahi, is also a party to both share purchase agreements. Under each share purchase agreement, Asahi has the right to designate AEI as holder of the shares in DKL and the shares in UDVK under the respective share purchase agreement.

1. DKL

(1) Parties	Seller: Diageo Holdings Netherlands B.V. Buyer: Asahi Group Holdings, Ltd., AEI
(2) Shares to be transferred	100% of the shares of DKL
(3) Consideration	2,354 million U.S. dollars (on an equity value basis) (approximately 365.2 billion yen; see Note 2)
(4) Conditions precedent to closing	Receipt of merger control approval from the Competition Authority of Kenya, the competent authority of Uganda and the Fair Competition Commission of Tanzania

2. UDVK

(1) Parties	Seller: Diageo Great Britain Limited Buyer: Asahi Group Holdings, Ltd., AEI
(2) Shares to be transferred	53.68% of the shares of UDVK
(3) Consideration	646 million U.S. dollars (on an equity value basis) (approximately 100.2 billion yen; see Note 2)
(4) Conditions precedent to closing	Receipt of merger control approval from the Competition Authority of Kenya, the competent authority of Uganda and the Fair Competition Commission of Tanzania

Note 2: Converted at 1 U.S. dollar = 155.12 yen (as of December 16).

IV. Overview of the Target Business

The companies to be acquired from Diageo's subsidiaries in this Transaction are as follows.

(1) Name	Diageo Kenya Limited
(2) Location	Republic of Kenya
(3) Job title and name of representative	James Edmunds, Director
(4) Business description	Holding company
(5) Fiscal year-end	June 30
(6) Share capital amount	205 million Kenyan shillings (approximately 246 million yen; see Note 3) (as of June 30, 2025)
(7) Date of establishment	July 14, 2003
(8) Major shareholders and shareholding ratio	Diageo Holdings Netherlands B.V. (100.00%)
(9) Number of employees	None
(10) Relationship between Asahi and the company	There are no applicable capital, personnel or business relationships, nor is the Target Business an affiliated party

(1) Name	UDV (Kenya) Limited
(2) Location	Republic of Kenya
(3) Job title and name of representative	Jane Karuku, Director
(4) Business description	Manufacture and sale of spirits
(5) Fiscal year-end	June 30
(6) Share capital amount	20 million Kenyan shillings

	(approximately 24 million yen; see Note 3) (as of June 30, 2025)
(7) Date of establishment	September 21, 1962
(8) Major shareholders and shareholding ratio	Diageo Great Britain Limited (53.68%), EABL (46.32%)
(9) Number of employees	132 (average number for the year ended June 30, 2025)
(10) Relationship between Asahi and the company	There are no applicable capital, personnel or business relationships, nor is the Target Business an affiliated party

The overview of EABL, in which 65.00% of the shares will be indirectly acquired through this Transaction, is as follows.

(1) Name	East African Breweries PLC
(2) Location	Republic of Kenya
(3) Job title and name of representative	Group CEO: Jane Karuku
(4) Business description	Manufacture and sale of beer, spirits and RTD beverages
(5) Fiscal year-end	June 30
(6) Share capital amount	1,582 million Kenyan shillings (approximately 1,899 million yen; see Note 3) (as of June 30, 2025)
(7) Date of establishment	December 8, 1922
(8) Major shareholders and shareholding ratio	Diageo Kenya Limited (65.00%)
(9) Number of employees	1,540 (average number for the year ended June 30, 2025)
(10) Relationship between Asahi and the company	There are no applicable capital, personnel or business relationships, nor is the Target Businesses an affiliated party

Notes 3: Converted at 1 Kenyan shilling = 1.20 yen (as of December 16).

V. Key financials of the Target Business for the last three years (in millions of Kenyan shillings) (see Note 4)

Fiscal period	Year ended Jun 2023	Year ended Jun 2024	Year ended Jun 2025
(1) Net assets	31,744 (approx. 38.1 billion yen)	36,732 (approx. 44.1 billion yen)	42,287 (approx. 50.8 billion yen)
(2) Total assets	132,593	124,247	131,089

	(approx. 159.2 billion yen)	(approx. 149.2 billion yen)	(approx. 157.4 billion yen)
(3) Net sales	109,649 (approx. 131.7 billion yen)	124,131 (approx. 149.0 billion yen)	128,791 (approx. 154.6 billion yen)
(4) Operating profit (EBIT)	24,194 (approx. 29.1 billion yen)	24,898 (approx. 29.9 billion yen)	25,171 (approx. 30.2 billion yen)
(5) EBITDA	31,287 (approx. 37.6 billion yen)	33,098 (approx. 39.7 billion yen)	33,336 (approx. 40.0 billion yen)

Note 4: Figures are based on the consolidated financial accounts for EABL and its subsidiaries (including UDVK). Converted at 1 Kenyan shilling = 1.20 yen (as of December 16).

VI. Overview of the counterparties to the Transaction

1. DKL

(1) Name	Diageo Holdings Netherlands B.V.
(2) Location	The Netherlands
(3) Job title and name of representative	Jiska Kaynar-Jonkers, Director
(4) Business description	Holding company
(5) Fiscal year-end	June 30
(6) Share capital amount	16 million U.S. dollars (approximately 2.5 billion yen; see Note 2) (as of June 30, 2025)
(7) Date of establishment	October 28, 1964
(8) Major shareholders and shareholding ratio	Diageo Relay B.V. (100.00%)
(9) Number of employees	16,962 (as of June 30, 2025)

2. UDVK

(1) Name	Diageo Great Britain Limited
(2) Location	United Kingdom
(3) Job title and name of representative	James Edmunds, Director
(4) Business description	Manufacture and sale of spirits and beer
(5) Fiscal year-end	June 30
(6) Share capital amount	278 million Great British pounds (approximately 57.7 billion yen; see Note 5) (as of June 30, 2025)

(7) Date of establishment	May 5, 1952
(8) Major shareholders and shareholding ratio	Grand Metropolitan Limited (100.00%)
(9) Number of employees	1,419 (as of June 30, 2025)

Note 5: Converted at 1 GBP= 207.44 yen (as of December 16).

VII. Schedule

An overview of the schedule through closing is as follows.

(1)	Decision by Asahi to acquire 100% of the shares in DKL and 53.68% of the shares in UDVK	December 17, 2025 (Today)
(2)	Execution of share purchase agreements with each of Diageo Holdings Netherlands B.V. and Diageo Great Britain Limited	December 17, 2025 (Today)
(3)	Receipt of the relevant merger control approvals in respect of the Transaction	In the second half of calendar year 2026 (anticipated)
(4)	Closing of the Transaction	In the second half of calendar year 2026 (anticipated)

VIII. Financing plan

We expect the funds to be provided through borrowings from financial institutions or cash on hand, and there are currently no plans of issuing new shares in Asahi. Regarding the “Key Indicator Guidelines and Financial Policy” which was updated on February 14, 2025, there is a possibility that our Net Debt/EBITDA will temporarily exceed the guideline (maintaining around 2.5–3x), however we will continue to work to improve financial soundness and enhance capital efficiency, including shareholder returns.

IX. Impact on Asahi’s financial performance

Closing of the Transaction is expected to occur in the second half of calendar year 2026. Accordingly, we do not expect any impact on our standalone or consolidated results for the fiscal year ending December 2025. We will promptly provide an update on any impact on the next fiscal period and the periods thereafter once such impact is clear.

Comment from Atsushi Katsuki, President and Group Chief Executive Officer:

This business is a high-quality, leading company in Kenya, Uganda and Tanzania, with an unrivalled brand portfolio and marketing capabilities, state-of-the-art production facilities and strong market shares. Together with its excellent management team and employees, we will pursue sustainable growth and medium- to long-term enhancement of corporate value, while contributing to the development of the local economies.

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