

Notice of Postal Ballot

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, each as amended and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time.]

VOTING STARTS ON	VOTING ENDS ON
October 10, 2022 at 09.00 a.m. (IST)	November 08, 2022 at 05.00 p.m. (IST)

Dear Members,

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ('Act') (including any statutory modification or re-enactment thereof for the time being in force), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), each as amended, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ('MCA') for holding general meetings/conducting Postal Ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 8, 2021, and Circular No. 3/2022 dated May 5, 2022, in view of the COVID-19 pandemic (collectively the 'MCA Circulars'), to transact the special businesses as set out hereunder by passing Ordinary/ Special Resolution by way of Postal Ballot.

Pursuant to Section 102, Section 110 and other applicable provisions of the Act, the statement pertaining to the said Resolutions setting out the material facts and the reasons/rationale thereof is annexed to this Postal Ballot Notice ('Notice') for your consideration and forms part of this Notice.

Arising out of COVID-19, in terms of the MCA Circulars, the Company is sending this Notice only in electronic form, to those Members whose e-mail addresses are registered with the Company/Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place only through the remote e-voting system.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for the purpose of providing remote e-voting facility to its Members. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company www.unitedbreweries.com.

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than 5.00 p.m. (IST) on November 08, 2022. The remote e-voting facility will be disabled by CDSL immediately thereafter.

SPECIAL BUSINESS:

1. To consider and if thought fit, to pass with or without modification, the following Resolution as an **ORDINARY RESOLUTION:**

RESOLVED that Mr. Radovan Sikorsky (DIN: 09684447) who was appointed by the Board of Directors as an Additional Director of the Company with effect from August 15, 2022 pursuant to Section 161 of the Companies Act, 2013 (the “Act”) and the Articles of Association of the Company and who is eligible for appointment, and in respect of whom, a notice in writing under Section 160 of the Act has been received by the Company from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.

2. To consider and if thought fit, to pass with or without modification, the following Resolution as a **SPECIAL RESOLUTION:**

RESOLVED that in terms of and subject to the provisions contained in Sections 196, 197 and 203, the provisions of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), or any other statutory modification or re-enactment thereof, Mr. Radovan Sikorsky’s appointment as Director & Chief Financial Officer of the Company (in Executive capacity), effective from August 15, 2022, for a period of 5 years up to August 14, 2027, be and is hereby approved by the Members on the following terms and conditions:

1.	Basic Salary	Rs.10,86,415/- per month.
2.	Mobility Allowance	Rs. 25,32,398/- per annum.
3.	Location Allowance	Rs. 50,64,711/- per annum.
4.	Child Allowance	Rs. 91,433/- per annum.
5.	Annual Allowance	Rs. 4,63,485/- per annum.
6.	Special Allowance (Employee Contribution to Provident Fund)	Rs. 25,42,969/- per annum.
7.	Employer Contribution to Provident Fund	Rs. 25,42,969/- per annum.
8.	Accommodation	Rs.22,44,000/- per annum.
9.	Provision of Car	As per the Rules of the Company.
10.	Other Allowance	Rs. 11,17,031/- per month.
11.	Short Term Incentive (STI)	12.5% at threshold, 25% at target and 50 % at maximum
12.	Long Term Incentive	12.5% at threshold, 25% at target and 50 % at maximum
13.	Additional Incentives	<ul style="list-style-type: none"> • For the year 2022 – 12.5% additional STI (pro-rated based on start date with the Company) • For the year 2023 – 25% additional STI
14.	Such other allowances, perquisites, amenities, facilities and benefits as per the Rules of the Company as applicable to senior executives and as may be permitted and approved by the Board of Directors to be paid to the expatriate Director & Chief Financial Officer. The current gross remuneration payable to Mr. Radovan Sikorsky shall not exceed a sum of Rs.4.20 Crores per annum which excludes incentives payments, pension cost and other remuneration related recharge by Heineken on annual basis. All allowances, perquisites etc. shall be valued as per Income Tax Rules, 1962 as amended from time to time.	

Further **RESOLVED** that the appointment of Mr. Radovan Sikorsky as Director & Chief Financial Officer shall be subject to the approval of the Central Government, if and as may be by statutorily required under Section 196 read with Schedule V of the Act, and his remuneration (including salary, personal allowance, performance evaluation payment, perquisites, benefits, amenities, and facilities) shall be subject to the provisions laid down in Sections 196 and 197 read with Schedule V of the Act, and Rules framed thereunder and any other applicable statutory provisions of the Act or any statutory modification or re-enactment thereof from time to time.

Further **RESOLVED** that the Board (which will include its committee thereof) be and is hereby authorized to vary and/ or revise the remuneration of Mr. Radovan Sikorsky within limits permissible under the Act and do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid Resolution.

During his tenure as a Director & Chief Financial Officer, Mr. Radovan Sikorsky shall be liable to retire by rotation.

Registered Office:

“UB TOWER”, UB CITY,
#24, Vittal Mallya Road
Bengaluru – 560 001
Bengaluru, July 27, 2022

By Order of the Board
Govind Iyengar
Company Secretary
(ACS-8798)

NOTES:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) and Secretarial Standard-2 on General Meetings (SS-2) issued by the Institute of Company Secretaries of India setting out material facts in respect of the special business to be transacted is annexed.
2. The vote in this Postal Ballot cannot be exercised through proxy.
3. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the Members during the Postal Ballot through the e-voting portal URL: <https://www.evotingindia.com>. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the conclusion of the Postal Ballot i.e., November 08, 2022. Members seeking to inspect such documents can send an Email to Company’s Email-ID: ubinvestor@ubmail.com.
4. **Voting through Electronic means:**
 - I. In Compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the Listing Regulations, SS-2 and the Circulars mentioned above issued by the MCA, the Company has provided to its shareholders, the facility to exercise their right to vote in respect of businesses to be transacted at this Postal Ballot by electronic voting system provided by CDSL.



Notice

- II. Cut-off-Date for the purpose of ascertaining Members who are eligible to receive this Notice and for the purpose of determining the eligibility to vote by electronic means is Friday, September 30, 2022 (the “**Cut-off-Date**”). Only the Members whose name is recorded in the register of Members or in the register of beneficial owners maintained by the depositories as on the Cut-off-Date shall be entitled to avail the facility of remote e-voting. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date.

A person who is not a Member as on the Cut-off-Date should treat this Notice for information purpose only.

- III. Remote e-voting period commences on Monday, October 10, 2022 at 9.00 a.m. and ends on Tuesday, November 08, 2022 at 5.00 p.m. During this period, Members of the Company, holding Shares either in physical form or in dematerialised form, as on Cut-off-Date i.e., Friday, September 30, 2022, may cast their vote by remote e-voting. Thereafter remote e-voting module shall be disabled by CDSL for voting. Once the vote on a Resolution is cast by the Member, the Member will not be allowed to change it subsequently or cast the vote again.
- IV. In order to increase the efficiency of the voting process, SEBI has decided to enable e-voting to all the demat account holders (including public non-institutional Shareholders / retail Shareholders) by way of a single login credentials, through their Demat accounts or websites of Depositories / Depository Participants (DPs). Demat account holder shall be able to cast their vote without having to register again with the e-voting service providers.
- V. **Information and instructions to individual Shareholders holding Shares in Demat mode: (Remote e-voting).**

	Login method
Individuals holding shares through Depository – CDSL	<p>1) Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi/Easiest are: https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi/Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting vote during the remote e-voting period. Additionally, there are links provided to access the system of all e-voting Service Providers i.e., CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-voting service providers’ website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p>

	<p>4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting service providers.</p>
<p>Individuals holding shares through Depository – NSDL</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. Click on Company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IdeAS Portal” or click on: https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-voting website of NSDL. Open web browser by typing the URL https://www.evoting.nsdl.com either on a Personal Computer or on a mobile. Once the home page for e-voting is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number held with NSDL), Password / OTP and a Verification Code is shown on the screen. After successful authentication, you will be redirected to NSDL site wherein you can see e-voting page. Click on Company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.</p>
<p>Individuals – Login through their respective Depository Participant</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-voting facility. After successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL / CDSL site after successful authentication, wherein you can see e-voting feature. Click on Company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.</p>

Note: Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option, available at above mentioned website.

VI. Instructions to corporate, institutional investors, custodians and shareholders holding shares in physical mode: (Remote e-voting)

- (i) The Shareholders should login to the e-voting website <https://www.evotingindia.com>
- (ii) Click on “Shareholders” module.
- (iii) Enter your User ID:
 - a. For CDSL: 16 Digits Beneficiary ID,
 - b. For NSDL: 8 Characters DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding Shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat mode and had logged in to <https://www.evotingindia.com> and voted on an earlier e-voting of any Company, then your existing password is to be used.
- (vi) If you are a first-time user follow the steps given below:

PAN	<ul style="list-style-type: none"> (i) Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). (ii) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number. Please send a request to RTA’s Email-ID: bglsta@integratedindia.in to get sequence number.
Dividend Bank details OR Date of Birth (DOB)	<ul style="list-style-type: none"> (i) Enter the Dividend Bank details or Date of Birth in (dd/mm/yyyy) as recorded in your demat account or in the Company records in order to login. (ii) If both the details are not recorded with the depository or Company please enter the Member-id/folio number in the Dividend Bank details field as mentioned in instruction.

- (vii) After entering these details appropriately, click on “**SUBMIT**” tab:
- (viii) Shareholders holding shares in demat mode will reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for Resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform.
- (ix) Shareholders holding shares in physical mode will directly reach the Company selection screen. The details can be used only for e-voting on the Resolutions contained in this Notice.
- (x) Click on the **EVS** number. A voting page will open containing Resolutions to be passed by Members of “United Breweries Limited” on which you may choose to vote.
- (xi) On the voting page, you will see “**RESOLUTION DESCRIPTION**” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xii) Click on the **“RESOLUTIONS FILE LINK”** if you wish to view the Resolutions.
- (xiii) After selecting the Resolutions, if you have decided to vote, click **“SUBMIT”**. A confirmation box will be displayed. If you wish to confirm your vote, click **“OK”**, else to change your vote, click **“CANCEL”** and accordingly modify your vote.
- (xiv) Once you **“CONFIRM”** your vote on the Resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on **“CLICK HERE TO PRINT”** option on the voting page.
- (xvi) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password by entering the details as prompted by the system.
- (xvii) **Alternate method of Remote e-voting – corporates, institutional investors, and custodians**
 - a) Non-Individual shareholders viz., corporates, institutional investors and custodians may also login to <https://www.evotingindia.com> and register themselves in the “Corporates” module.
 - b) A scanned copy of the Registration Form bearing stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - c) After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - d) The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - e) A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - f) Alternatively, Non-Individual shareholders are required to send scanned copy (in PDF/JPG format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer by E-mail to pramod@bmpandco.com and to the Company at the E-mail address ubinvestor@ubmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

GENERAL

It is strongly recommended that you do not share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on <https://www.evotingindia.com> to reset the password.



Notice

- VII. Person(s) who becomes a Member(s) of the Company after the dispatch of Notice and holding shares as of the Cut-off-Date, may refer to the Notice available in Company's website www.unitedbreweries.com or in CDSL's e-voting website i.e., <https://www.evotingindia.com> under Notices/Results option and follow e-voting procedure mentioned in the Notice. However, if the Member is already registered with CDSL for remote e-voting then the existing User ID and Password can be used for casting vote.
- VIII. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).
- IX. The Board of Directors has appointed Mr. Pramod S M, Company Secretary in Practice, Partner BMP & Co., LLP (Membership No. FCS7834, CP13784), as the Scrutinizer to scrutinize the Postal Ballot process in a fair and transparent manner.
- IX. The Scrutinizer shall immediately after the conclusion of Postal Ballot unblock the votes cast through remote e-voting, in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the Postal Ballot, a Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- X. The results declared along with the report of the Scrutinizer will be placed on the website of the Company viz., www.unitedbreweries.com and on the website of CDSL immediately after the results are declared by the Chairman of the Company or a person authorized by him and will be simultaneously communicated to the stock exchanges on which the securities of the Company are listed.
- XI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of <https://www.evotingindia.com> or send a request through E-mail to: helpdesk.evoting@cdslindia.com. Shareholders may also contact (i) Mr. Rakesh Dalvi, Senior Manager of CDSL on Tel. No.:022-2305 8542 or (ii) Mr. Vijayagopal of Integrated Registry Management Services Private Limited, Tel. Nos.: 080-2346 0815 to 080-2346 0818 and at the designated Email-ID: bglsta@integratedindia.in or (iii) Mr. Santosh Rajput, an official of the Company on E-mail-ID: ubinvestor@ubmail.com for any grievances connected with voting by electronic means.
- XII. Disclosures contained in this Notice and the Explanatory Statement are made in compliance with Regulation 36(3) of the Listing Regulations and SS-2.
- XIII. The resolution(s), if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for e-voting i.e., Tuesday, November 08, 2022.

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item Nos. 1 & 2

Mr. Radovan Sikorsky (DIN 09684447) has been appointed as an Additional Director of the Company effective August 15, 2022, pursuant to Section 161 of the Companies Act, 2013 (the "Act") based on the recommendation by the Nomination and Remuneration Committee. A notice in writing under Section 160 of the Act has been received by the Company from a Member signifying his intention to propose the appointment of Mr. Radovan Sikorsky as a Director of the Company.

Mr. Radovan Sikorsky was appointed as a Director & Chief Financial Officer for a period of five years from August 15, 2022, by the Board of Directors of your Company, based on the recommendation by the Nomination and Remuneration Committee, at its Meeting held on July 25, 2022, subject to the approval of Members.

Mr. Radovan joined Heineken UK as Finance Director in September 2016. Prior to this he was Senior Director Regional Finance Americas from 2013, leading the regional Finance function in a period of quick-fire business expansion and transformation. Mr. Radovan has also held the role of Finance Director in Slovakian, Hungarian and Polish Heineken Companies. Before joining Heineken, Mr. Radovan worked for over three years with KPMG as Senior Audit Manager. Mr. Radovan is a B.Compt (Honours) University of South Africa – (UNISA); South African Institute of Chartered Accountant.

Mr. Radovan Sikorsky shall be liable to retire by rotation.

Other than Mr. Radovan Sikorsky, none of the Directors, Key Managerial Personnel of the Company, and their relatives, are concerned or interested in the above Resolutions.

Your Directors recommend the Resolution set out in Item No. 1 as an Ordinary Resolution and the Resolution set out in Item No. 2 as a Special Resolution for your approval.

Registered Office:

“UB TOWER”, UB CITY,
#24, Vittal Mallya Road
Bengaluru – 560 001
Bengaluru, July 27, 2022

By Order of the Board
Govind Iyengar
Company Secretary
(ACS-8798)

DETAILS REQUIRED IN REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS ON GENERAL MEETINGS.

PARTICULARS	MR. RADOVAN SIKORSKY
Educational Qualification	B.Compt (Honours) University of South Africa – (UNISA); South African Institute of Chartered Accountant.
Experience	More than 20 years
Expertise in specific functional area	Finance & Accounts
Skills and Capabilities	<ul style="list-style-type: none"> • Change management, • Organizational design, • Cost reduction, • P&L management, • Strategic Planning & Forecasting, • Business transformation & integration, • Risk and feasibility analysis, • Extensive international experience
Director Identification No.	09684447
Date of Appointment	August 15, 2022
Date of birth/age	March 22, 1967/ 55 years
Directorships held in other listed Companies in India	NIL

Membership in Committees in UBL	<ul style="list-style-type: none"> • Corporate Social Responsibility/ Environmental, Social and Governance Committee; • Stakeholders Relationship and Share Transfer Committee; • Risk Management Committee • Borrowing Committee; and • Special Purpose Committee.
Membership/chairmanship of committees in other listed companies	NIL
Shareholding in UBL	NIL
Number of Board Meeting attended during the year	N.A.
Sitting fees / Commission	N.A.
Disclosure of relationship between Directors inter-se or between the director and the manager and other key managerial personnel of the company	Mr. Radovan Sikorsky is not related to any other Director/ Key Managerial Personnel/ Manager of the Company.
Details of listed entities from which the person has resigned in the past three years	NIL
Terms and conditions of appointment along with details of remuneration	Term: Five years – up to August 14, 2027. Terms and conditions of appointment (including remuneration details) as specified in the letter of appointment read with the resolutions (including explanatory statement forming part thereof) set out under Item No.2.
Details of the remuneration last drawn by such person, if applicable	N.A.
Brief resume of the director	Forms part of the explanatory statement above.

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United Breweries Limited

Registered Office: “UB Tower”, UB City, #24, Vittal Mallya Road, Bengaluru-560 001.

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CIN: L36999KA1999PLC025195 Email: ublinvestor@ubmail.com

Website: www.unitedbreweries.com