

Notice of the 2016 Annual General Meeting

NOTICE IS HEREBY GIVEN that the Sixty-Fourth Annual General Meeting of British American Tobacco Kenya Limited will be held in the Ball Room, Hotel Intercontinental, Nairobi, on 12 May 2016, at 11:00 a.m. for the following purposes:-

Ordinary Business

1. To receive, consider and if approved, adopt the Company's audited financial statements for the year ended 31 December 2015, together with the reports of the Chairman, Directors and Auditors thereon.
2. To confirm the interim dividend of Shs 3.50 per ordinary share paid on 25 September 2015 and to declare a final dividend of Shs 46 per ordinary share payable, net of Withholding Tax, on 12 May 2016 to Shareholders on the Register at the close of business on 28 March 2016.
3. To elect Directors:
 - (i) Mr. K. Gretton retires and being eligible offers himself for re-election in accordance with Article 95 of the Articles of Association.
 - (ii) Mr. G. Maina, Mr. P. Lopokoiyit and Ms. C. Musyoka retire by rotation and being eligible, offer themselves for re-election in accordance with Article 89 of the Articles of Association.
 - (iii) Mr. G. May having attained the age of 70 in March 2013 retires in terms of Article 98 of the Company's Articles of Association and being eligible offers himself for re-election.
4. To re-appoint KPMG Kenya as External Auditors of the Company and to authorise the Directors to fix the remuneration of the Auditors, so appointed.

Special Business

5. To consider and if appropriate, pass the following Special Resolution:

"That the name of the Company be changed from British American Tobacco Kenya Limited to British American Tobacco Kenya plc"
6. To consider and if appropriate, pass the following Special Resolution:

"That in compliance with provisions of the new Companies Act 2015, the existing Articles of Association of the Company be deleted in their entirety and replaced with the new amended Articles of Association set out as Annexure 1 to this resolution."

By Order of the Board

R. T. Ngobi (Ms.)
Company Secretary
P.O. Box 30000-00100
Likoni Road
Nairobi

25 February 2016

NOTES:

1. Any Member who is entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote in his/her stead. Such proxy need not be a member of the Company.
2. A proxy form is provided with the Annual Report. Shareholders who do not propose to be at the Annual General Meeting are requested to complete and return the form to Custody & Registrar Services Limited, Bruce House, 6th Floor, Standard Street, P. O. Box 8484-00100, Nairobi or alternatively to the Registered Office of the Company so as to arrive not later than 2:30 p.m. on 11 May 2016.
3. A summary of the principal changes introduced to the company's Memorandum and Articles of Association and a copy of the amended Articles of Association and explanatory notes will be available for download from the company's website at www.batkenya.com. The Articles will also be available at the Annual General Meeting at the date and time indicated above.