

Notice of the 2020 Annual General Meeting

NOTICE IS HEREBY GIVEN that the 68th Annual General Meeting ('AGM') of British American Tobacco Kenya plc will be held via electronic communication (virtual/online meeting) on **Wednesday, 24 June 2020, at 9:00 a.m.** to conduct the following business:

Due to the ongoing restrictions on public gatherings by the Government, shareholders will not be able to attend the AGM in person but will have the opportunity to register for the virtual meeting, access information on the Annual Report and Audited Financial Statements for the year ending 31 December 2019, the proposed amended Articles of Association of the Company, participate in the meeting in the manner detailed below and vote electronically in person or by proxy. Shareholders may ask questions in advance of the meeting as detailed in the Notes below.

Ordinary Business

1. To receive, consider and if approved, adopt the Company's Audited Financial Statements for the year ended 31 December 2019, together with the reports of the Chairman, Directors and Auditors thereon.
2. To confirm the Interim Dividend of KSh. 3.50 per ordinary share paid on 20 September 2019 and to declare and ratify the Final Dividend of KSh. 30.00 per ordinary share paid in advance net of Withholding Tax on 29 April 2020, to shareholders on the Register at the close of business on 20 March 2020.
3. To elect Directors:
 - a) Sidney Wafula retires by rotation in accordance with Article 103 of the Articles of Association and being eligible, does not offer himself for re-election as a Director.
 - b) Beverley Spencer-Obatoyinbo and Carol Musyoka retire by rotation in accordance with Article 103 of the Articles of Association and being eligible, offer themselves for re-election.
 - c) Dr. Macharia Irungu, Samuel Onyango, Philemon Kipkemoi, Andre Willem Joubert and Marion Gathoga-Mwangi retire by rotation in accordance with Article 102 of the Articles of Association having been appointed by the Board and being eligible, offer themselves for re-election.
 - d) Pursuant to the provisions of Section 769 of the Companies Act 2015, Dr. Martin Oduor-Otieno, Samuel Onyango, Carol Musyoka and Marion Gathoga-Mwangi being Members of the Board Audit & Risk Committee be elected to continue to serve as Members of the said Committee.
4. To approve the remuneration of Directors and the Directors Remuneration Report for the year ended 31 December 2019.
5. To ratify the appointment of Messrs. KPMG Kenya as External Auditor of the Company by virtue of Section 721(2) of the Companies Act 2015 and to authorise the Directors to fix their remuneration for the year ending 31 December 2020.

Special Business

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

"That the existing Articles of Association of the Company be deleted in their entirety and replaced with the new amended Articles of Association attached as Annexure 1 to this resolution."

By Order of the Board

Wani Ngea (Ms.)
Company Secretary

2 June 2020

Notes:

1. Owing to the ongoing Coronavirus 2019 (COVID-19) pandemic and the related Public Health Regulations and directives passed by the Government restricting public gatherings, it is impossible for the Company to hold a physical AGM in the manner envisaged under the Company's Articles of Association and section 280 of the Companies Act 2015. On 29 April 2020, the High Court of Kenya in Miscellaneous Application No. E680 of 2020, issued an order permitting any company listed on the Nairobi Securities Exchange to convene and conduct a virtual general meeting subject to receipt of a 'No Objection' from the Capital Markets Authority ('CMA'). Relying on this court order, British American Tobacco Kenya plc has convened and will conduct its virtual annual general meeting following receipt of a No Objection from the CMA.
2. Shareholders wishing to participate in the meeting should register for the AGM by dialling ***483*808#** on their mobile telephone and follow the various prompts on the registration process.
3. To complete the registration process, shareholders will need to provide their National ID/Passport Numbers which were used to purchase their shares and/or their CDSC Account Number. For assistance shareholders should dial the following helpline number: **(+254) 709 170 000** from 9:00 a.m. to 3:00 p.m. from Monday to Friday. Shareholders outside Kenya should dial the helpline number or send an email to BATshares@image.co.ke or info@image.co.ke for assistance during registration.
4. Registration for the AGM opens on Tuesday **2 June 2020** at 9:00 a.m. and will close on Sunday 21 June 2020 at 5.00 p.m. Shareholders will not be able to register after this time.
5. In accordance with Article 174 of the Company's Articles of Association, the following documents may be viewed on the Company's website www.batkenya.com (a) a copy of this Notice and the proxy form; (b) the Company's Annual Report and Audited Financial Statements for the year ended 31 December 2019; (c) the proposed amended Articles of Association of the Company; (d) a copy of the High Court Order in Miscellaneous Application No. E680 of 2020; and (e) a copy of the No Objection issued by the CMA.
6. Any shareholder who is entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote in his/her stead. Such proxy need not be a member of the Company.
7. A proxy form is provided with the Annual Report. The proxy form can also be obtained from the Company's website www.batkenya.com or from Image Registrars Limited, Absa Towers (formerly Barclays Plaza), 5th Floor, Loita Street, P. O. Box 9287 – 00100, Nairobi, Kenya. Shareholders who do not propose to be at the AGM are requested to complete and return the proxy form to Image Registrars Limited, or alternatively to the Registered Office of the Company so as to arrive not later than 2:30 p.m. on 19 June 2020.
8. Duly signed proxy forms may also be emailed to info@image.co.ke in PDF format. A proxy form must be signed by the appointor or his attorney duly authorized in writing. If the appointor is a body corporate, the instrument appointing the proxy shall be given under the Company's common seal or under the hand of an officer or duly authorized attorney of such body corporate.
9. Shareholders wishing to raise any questions or clarifications regarding the AGM may do so on or before 19 June 2020 at 2:30 p.m. by: (a) sending their written questions by email to BATshares@image.co.ke; or (b) to the extent possible, physically delivering or posting their written questions with a return address (physical, postal or email) to the registered office of the Company or P.O. Box 30000 – 00100, Nairobi, or to Image Registrars offices at the address above.

Shareholders must provide their full details (full names, National ID/Passport Number/CDSC Account Number) when submitting their questions or clarifications.

The Company's Directors will provide written responses to the questions received to the return address (physical, postal or email) provided by the Shareholder, no later than 12 hours before the start of the AGM. A full list of all questions received, and the answers thereto will be published on the Company's website not later than 12 hours before the start of the AGM.

10. The AGM will be streamed **live** via a link which shall be provided to all shareholders who have successfully registered to participate in the AGM. Duly registered shareholders and proxies will receive a short message service (SMS/USSD) prompt on their registered mobile numbers, 24 hours prior to the AGM acting as a reminder of the AGM. A second SMS/USSD prompt shall be sent one hour ahead of the AGM, as a reminder that the AGM will begin in an hour and provide a link to the live stream. In registering to attend the AGM, a shareholder opts in to receive these messages.
11. Shareholders and proxies who have registered to attend the AGM may follow the proceedings using the live stream platform, access the agenda and vote (when prompted by the Chairman) via the USSD prompts.
12. Results of the resolutions voted on will be published on the Company's website i.e. www.batkenya.com within 24 hours following conclusion of the AGM.

Shareholders are encouraged to continuously monitor the Company's website for any updates relating to the AGM owing to the changing situation arising from the COVID-19 pandemic. We appreciate the understanding of our shareholders as we navigate the evolving business conditions posed by COVID-19.