

To:
The Secretary,
British American Tobacco Kenya plc,
P.O. Box 30000 - 00100,
Nairobi

I/We

Share A/c No

Of (Address)

Being a member(s) of British American Tobacco Kenya plc, hereby appoint:

.....
or failing him/her, the duly appointed Chairperson of the meeting, to be my/our proxy, to vote for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Wednesday, 12 May 2021 and at any adjournment thereof.

As witness my/our hand/s this day of 2021

.....
(Signature)

.....
(Signature)

Please clearly mark the box below to instruct your proxy how to vote

RESOLUTION	FOR	AGAINST	ABSTAIN
1) To receive, consider, and if approved, adopt the Company's audited Financial Statements for the year ended 31 December 2020, together with the reports of the Chairperson, Directors and Auditor thereon.			
2) To confirm the interim dividend of KSh 3.50 per ordinary share paid on 18 September 2020 and to approve a final dividend of KSh 41.50 per ordinary share to be paid net of withholding tax, on 12 May 2021, to shareholders on the Register at the close of business on 16 April 2021.			
3) Re-election of Directors:			
a) To re-elect Rita Kavashe who retires at this meeting in accordance with the provisions of Article 101 of the Company's Articles of Association, having been appointed by the Board after the last Annual General Meeting, and being eligible, offers herself for re-election.			
b) To re-elect Crispin Achola who retires at this meeting in accordance with the provisions of Article 101 of the Company's Articles of Association, having been appointed by the Board after the last Annual General Meeting, and being eligible, offers himself for re-election as a Director.			
c) To re-elect Peter Mwangi who retires at this meeting by rotation in accordance with the provisions of Article 102 of the Company's Articles of Association and being eligible, offers himself for re-election as a Director.			
d) To re-elect Dr. Martin Oduor-Otieno who retires at this meeting by rotation in accordance with the provisions of Article 102 of the Company's Articles of Association and being eligible, offers himself for re-election as a Director.			
e) To re-elect Andre Joubert who retires at this meeting by rotation in accordance with the provisions of Article 102 of the Company's Articles of Association and being eligible, offers himself for re-election as a Director.			
4) To re-elect the following Directors, being members of the Board Audit & Risk Committee, to continue to serve as members of the said Committee: Dr. Martin Oduor-Otieno, Samuel Onyango, Carol Musyoka and Marion Gathoga-Mwangi.			
5) To approve the remuneration of the Directors and the Directors' Remuneration Report for the year ended 31 December 2020.			
6) To appoint 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 2021.			

RESOLUTION	FOR	AGAINST	ABSTAIN
<p>Special Business To consider and if thought fit to pass the following resolutions as Special Resolutions, as recommended by the Directors:</p> <p>a) That Article 101 of the Company's Articles of Association be amended by the inclusion of the underlined section so that Article 101 will read as follows: "The Board shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy, or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed by or in accordance with these Articles. Any Director so appointed, <u>with the exception of the Managing Director and/or Executive Director(s)</u>, shall hold office only until the next following Annual General Meeting and shall then be eligible for re-election, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting."</p> <p>b) That Article 102 of the Company's Articles of Association be amended by the inclusion of the underlined section so that Article 102 will read as follows: "At the Annual General Meeting of the Company in every year one-third (1/3) of the Directors for the time being or, if their number is not three (3) or a multiple of three (3), then the number nearest one-third (1/3), shall retire from office. A Director retiring at a meeting shall retain office until the dissolution of that meeting. <u>The provisions of these Articles regarding retirement by rotation shall not apply to the Managing Director and/or Executive Director(s) being at the time in the employment of the Company and who is appointed under the provisions of Article 146.</u>"</p>			

ELECTRONIC COMMUNICATIONS CONSENT FORM

Please complete in BLOCK CAPITALS

Full name of Proxy(s):

Address:

Mobile Number

.....
(Date)

.....
(Signature)

Please tick **ONE** of the boxes below and return to Image Registrars at P.O. Box 9287- 00100 Nairobi, 5th floor, ABSA Towers (formerly Barclays Plaza), Loita Street:

Approval of registration

I/WE approve to register to participate in the virtual Annual General Meeting to be held on 12 May, 2021.

Consent for use of the mobile number provided

I/WE would give my/our consent for the use of the mobile number provided for purposes of voting at the AGM

NOTES:

- If a shareholder is unable to attend personally, this Proxy Form should be completed and returned to reach the Company's share registrar, Image Registrars Limited, 5th Floor, ABSA Towers (formerly Barclays Plaza), Loita Street, P.O. Box 9287, GPO 00100, Nairobi, or via email to info@image.co.ke to arrive not later than **9:00 a.m. on 10 May, 2021** i.e. 48 hours before the meeting or any adjournment thereof.
- In the case of a shareholder being a corporate body, then this proxy form must be executed under its common seal or signed on its behalf by an officer of that company or an authorized attorney for that company.
- As a shareholder you are entitled to appoint one or more proxies to exercise all or any of your shareholder rights to attend and to speak and vote on your behalf at the meeting. The appointment of the Chairman of the meeting as proxy has been included for convenience. To appoint as a proxy any other person, delete the words "the Chairman of the Meeting or" and insert the full name of your proxy in the space provided. A proxy need not to be a shareholder of the Company.
- Completion and submission of the form of proxy will not prevent you from attending the meeting and voting at the meeting in person, in which case any votes cast by your proxy will be excluded.
- To be valid, the form of proxy should be completed, signed and delivered (together with a power of attorney or other authority (if any) under which it is assigned or a notarized certified copy of such power or authority) to Image Registrars, ABSA Towers (formerly Barclays Plaza), 5th Floor, Loita Street and address P.O. Box 9287-00100 Nairobi not later than **9:00 am on 10 May 2021** or, in the case of a poll taken subsequent to the date of the meeting, or any adjourned meeting, not less than 24 hours before the time appointed for the taking of the poll which is taken more than 48 hours after the day of the meeting or adjourned meeting.
- A vote "abstain" option has been included on the form of proxy. The legal effect of choosing this option on any resolution is that you will be treated as not having voted on the relevant resolution. The number of votes in respect of which votes are withheld will, however, be counted and recorded, but disregarded in calculating the number of votes for or against each resolution.