

Proxy Form



To:
The Company 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 Tuesday, 24 May 2022 and at any adjournment thereof.

As witness I/We lay my/our hand (s) this _____ day of _____ 2022.

(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 2021, 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 16 September 2021 and approve a final dividend of KSh. 50 per ordinary share, to be paid net of Withholding Tax on or about 24 May 2022, to shareholders on the Register at the close of business on 24 April 2022.			
3) To re-elect Samuel Onyango 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 Dr. Macharia Irungu 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.			
5) To re-elect Marion Gathoga-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 herself for re-election as a Director.			
6) 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.			
7) To approve the remuneration of Directors and the Directors Remuneration Report for the year ended 31 December 2021.			
8) To re-appoint Messrs. KPMG Kenya as External Auditor of the Company by virtue of Section 721(2) of the Companies Act 2015 and authorise the Directors to fix their remuneration for the year ending 31 December 2022.			



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 24 May 2022.

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:

1. If a member 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 or BATshares@image.co.ke to arrive not later than **9:00 a.m. on 20 May, 2022** i.e. two (2) working days before the meeting or any adjournment thereof.
2. In case of a member being a corporate body, the Proxy Form must be under its common seal or under the hand of an officer or duly authorised attorney of such corporate body.
3. 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 Chairperson of the meeting as proxy has been included for convenience. To appoint as a proxy any other person, delete the words "the Chairperson 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.
4. 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.
5. 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 notarised 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 20 May 2022 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.
6. In the case of a company being a shareholder, 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.
7. An "abstain" vote 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.
8. The completed Form of Proxy by members must be lodged at the Share Registrar, Image Registrars Limited (IMAGE), 5th Floor ABSA Towers (formerly Barclays Plaza), Loita Street, Nairobi, or to be posted so as to reach Image Registrars Limited, P.O. Box 9287 – 00100 GPO Nairobi, or by email to info@image.co.ke or BATshares@image.co.ke not later than 9:00 a.m. on Friday, 20 May 2022, failing which it shall be invalid.
9. In case of a Corporation, the proxy must be under its common seal.