

# NOTICE OF THE 2026 ANNUAL GENERAL MEETING



NOTICE IS HEREBY GIVEN that the 74<sup>th</sup> Annual General Meeting (AGM) of the Company will be held via electronic communication on Friday, 12<sup>th</sup> June 2026 at 9:00 a.m. for the purpose of considering and, if thought fit, passing the resolutions set out below. Shareholders may ask questions in advance of the meeting in the manner detailed below.

## Ordinary Business

- To receive, consider and if approved, adopt the Company's audited Financial Statements for the year ended 31<sup>st</sup> December 2025, together with the reports of the Chairperson, Directors and Auditor thereon.
- To confirm the interim dividend of KShs 10/- per ordinary share paid on 26<sup>th</sup> September 2025 and to approve a final dividend for the year ended 31<sup>st</sup> December 2025 of KShs 60/- per ordinary share paid net of Withholding Tax to be paid on 12<sup>th</sup> June 2026, to shareholders on the Register at the close of business on 8<sup>th</sup> May 2026.
- Directors:
  - To note the resignation of Philemon Kipkemoi as a Director of the Board effective 31<sup>st</sup> March 2026.
  - To note that Dr. Martin Oduor-Otieno retires by rotation in accordance with Article 102 of the Articles of Association and does not offer himself for re-election as a Director.
  - Paul Muthaura and Phyllis Wakiaga retire by rotation in accordance with Article 102 of the Articles of Association and being eligible, offer themselves for re-election as Directors.
- In accordance with the provisions of Section 769 of the Companies Act 2015, Samuel Onyango, Marion Gathoga-Mwangi and Paul Muthaura being members of the Board Audit & Risk Committee be elected to continue to serve as members of the said Committee, subject to the re-election of the Director mentioned in Agenda 3 (c) above.
- To approve the remuneration of Directors and the Directors Remuneration Report for the year ended 31<sup>st</sup> December 2025.
- 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<sup>st</sup> December 2026.
- To consider any other business of which due notice has been given.

## SPECIAL BUSINESS

### 8. Approval of Company Policies

To consider and if thought fit to pass the following resolution as an Ordinary resolution: -

That in accordance with the Capital Markets (Public Offers, Listings and Disclosures) Regulations, 2023, Thirteenth Schedule (r.53) Continuing Obligations Clause 8.21, the Board is hereby authorised to formulate, approve and oversee the implementation of the following Company policies, and to effect such amendments to the policies as may be required for their proper functioning:

- Board Remuneration Policy
- Corporate Disclosures Policy
- Stakeholder Engagement Policy
- Dispute Resolution Policy
- Board Appointment Policy.

## By Order of the Board

Kathryne Maundu

Company Secretary

20<sup>th</sup> May 2026

## NOTES:

- British American Tobacco Kenya plc has convened and is conducting this virtual Annual General Meeting in line with Article 62 (b) of the Articles of Association.
- Any Shareholder wishing to participate in the meeting should register for the AGM by dialling \*483\*180# on their mobile telephone line and follow the various prompts regarding registration. A shareholder/proxy will require to have the ID/Passport number which was used to purchase shares and/or the CDSC Account number. For assistance, shareholders should call the following helpline number: **(+254) 709 170000 / (+254) 709 170030** between 9:00 a.m. to 5:00 p.m. Monday to Friday.
- Registration for the AGM opens on 20<sup>th</sup> May 2026 and will close on 10<sup>th</sup> June 2026 at 9:00 a.m. Shareholders will not be able to register after this time.
- 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](http://www.batkenya.com)
  - a copy of this Notice and the proxy form.
  - Minutes of the 2025 AGM.
  - the Company's audited Financial Statements for the year ended 31<sup>st</sup> December 2025.
  - The following Policies to be approved by the Members at the Annual General Meeting:
    - Board Remuneration Policy
    - Corporate Disclosures Policy
    - Stakeholder Engagement Policy
    - Dispute Resolution Policy
    - Board Appointment Policy.

The reports may also be accessed upon request by dialling the USSD code above and selecting the Reports option.

- Any shareholder who is entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on their behalf. Such proxy need not be a member of the Company.
- The proxy form can be obtained from the Company's website [www.batkenya.com](http://www.batkenya.com) or from Image Registrars Limited, Absa Towers, 5<sup>th</sup> Floor, Loita Street, P.O. Box 9287 - 00100, Nairobi, Kenya. Shareholders who do not propose to attend the AGM are requested to complete and return the proxy form to Image Registrars Limited on the address below or by email to [info@image.co.ke](mailto:info@image.co.ke) or [batshares@image.co.ke](mailto:batshares@image.co.ke) or alternatively to the Registered Office of the Company to arrive not later than 9:00 a.m. on 10<sup>th</sup> June 2026.
- A proxy form must be signed by the appointer, or his attorney duly authorised in writing. If the appointer 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.
- All questions and/or clarifications must reach the Company on or before 10<sup>th</sup> June 2026 at 5:00 p.m. Shareholders wishing to raise questions may do so by:
  - Sending their written questions by email to [batshares@image.co.ke](mailto:batshares@image.co.ke);
  - 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 (names, ID/Passport Number, CDSC Account Number) when submitting their questions and or clarifications.

Following receipt of the questions and clarifications, the Company shall provide written responses to the questions received to the return physical address or email address provided by the Shareholder no later than 12 hours before the start of the AGM. All questions received will be responded to via the channel used by the shareholder i.e. SMS (for USSD option), Email, Letter or Telephone call. Questions will also be responded to during the meeting.

A full list of all questions received, and the answers thereto will be published on the Company's website not later than 24 hours following the conclusion of the meeting.

- The AGM will be streamed live via a link which shall be provided to all shareholders who will have successfully registered to participate in the AGM. Registered shareholders and proxies will receive a short messaging service (SMS/USSD) prompt on their registered mobile numbers 24 hours prior to the AGM as a reminder. A second SMS/USSD prompt shall be sent one hour prior to 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.
- Duly registered shareholders and proxies may follow the proceedings of the AGM using the livestream platform and may access the agenda. Duly registered shareholders and proxies may vote (when prompted by the Board Chair) via the USSD prompts as well as via the VOTE tab on the livestream link.
- A poll shall be conducted for all the resolutions put forward in the Notice.
- Results of the poll shall be published within 48 hours following the conclusion of the AGM, in two newspapers of national circulation and on the Company's website [www.batkenya.com](http://www.batkenya.com).
- To ensure receipt of future dividends in a timely manner, Shareholders are hereby requested to provide their bank details and update their payment option to electronic funds transfer or Mobile Money. To do so, shareholders are requested to update their dividend payment details via any one of the following channels:
  - Send an email to Image Registrars Limited requesting to complete an opt-in form, through Email: [info@image.co.ke](mailto:info@image.co.ke) / [batshares@image.co.ke](mailto:batshares@image.co.ke) or contact the Registrar on **(+254) 709 170000 / (+254) 709 170030**.
  - Opt-In via USSD by dialling \*483\*180# as you register for the Annual General Meeting (AGM).
  - Shareholders who maintain CDS Accounts are also encouraged to notify any change of address or request for payment of dividends through bank accounts /MPESA via their stockbroker or investment bank.
  - Shareholders with certificates are advised to contact Image Registrars Limited offices, 5<sup>th</sup> Floor Absa Towers (formerly Barclays Plaza), Loita Street, Nairobi via Email address Email: [info@image.co.ke](mailto:info@image.co.ke) / [batshares@image.co.ke](mailto:batshares@image.co.ke).
- Shareholders are encouraged to continuously monitor the Company's website [www.batkenya.com](http://www.batkenya.com) for updates relating to the AGM.
- We acknowledge and thank you for sharing your information. As part of our commitment to transparency, we undertake to collect, process and store your personal data in accordance with the Data Protection Laws of Kenya and the Company's Data Protection Policy.