

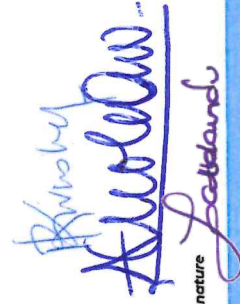
**CORPORATE GOVERNANCE REPORTING TEMPLATE FOR ISSUERS OF SECURITIES TO THE PUBLIC**  
**TO BE FILLED IN LINE WITH THE REQUIREMENTS OF THE CODE OF CORPORATE GOVERNANCE PRACTICES FOR ISSUERS OF SECURITIES TO THE PUBLIC, 2015**

Company Name (in full)  
 British American Tobacco Kenya plc  
 Reviewer's Name  
 Stock Code: KED0000000075  
 Sector: Manufacturing  
 Year: 2025  
 Date of Financial Year End: 31 DECEMBER 2025

Company market: to book ratio at end of financial year  
 No of outstanding shares at end of financial year  
 Closing price of stock at end of financial year  
 Net sales as per Income Statement at end of financial year  
 Net profit as per Income Statement at end of financial year  
 Total debt (short and long term) as per Balance Sheet at end of financial year  
 Total equity as per Balance Sheet at end of financial year  
 Total no. of Board members at end of financial year  
 No. of independent directors at end of financial year  
 No. of non-executive directors at end of financial year

3  
 100,000,000  
 459  
 23,191,945.00  
 5,245,617.00  
 72,667.00  
 15,485,431.00  
 9 substantive directors  
 6  
 7

Chairperson Signature  
 CEO Signature  
 Company Secretary Signature



Mandatory or Part No. or explain	Question	Kenya Code Reference	Application - FA, PA or NA - 3 & 4	Application - FA, PA or NA - 3 & 4	Application or Explanation - Note 3 & 4	Source of Information
A	<b>INTRODUCTION</b>					
M	A.1 Has the company developed and published a Board Charter which is periodically reviewed and which sets out the Board's responsibility for internal control?	11.2, 2.6.2, 6.3.2	FA	FA	Yes - The Company has a Board Charter which outlines the roles, responsibilities and powers of the Board, Board Committees, Board Chair, Managing Director and Company Secretary. It also sets out the Board's responsibility for risk management, strategic direction, corporate governance, internal controls and processes. The Board Charter is periodically reviewed by the Board with the last review conducted in July 2024. The Charter is published on the Company's website ( <a href="http://www.batkenya.com">www.batkenya.com</a> ).	Board Charter was reviewed in July 2025, and is published on the website - <a href="http://www.batkenya.com">www.batkenya.com</a> .
M	A.2 Do the Board Charter or company documents distinguish the responsibilities of the Board from Management in line with Code requirements?	11.2, 2.3.1, 2.3.2, 2.6.2	FA	FA	Yes - The Board Charter sets out the separation of roles between the Board and Management including the Board Chairperson and the Managing Director. The Board Charter also sets out the roles and responsibilities of the Board in discharging its fiduciary and leadership functions. A description of the Board's responsibilities and how it operates are also disclosed in the Corporate Governance Report within the 2025 combined Annual & Sustainability Report. The specific responsibilities.	Board Charter pp. 5-6. 2025 Combined Annual & Sustainability Report, in the Corporate Governance report - pages 91, 94
A or E	A.3 Is there a statement indicating the responsibility of Board members for the application of corporate governance policies and procedures of the company?	11.6	FA	FA	Yes - Under the Corporate Governance Statement in the 2025 Combined Annual & Sustainability Report on the Company's website, the Company has committed to maintain high standards of corporate governance at all levels in the organisation including internal rules of engagement, Board and Management decisions are made in accordance with prudent corporate governance practices. The Nominations & Governance Committee is specifically charged with the responsibility of monitoring compliance with the CMA Code and governance aspects. Additionally, internal guidelines are constituted in the BAT Standards of Business Conduct to which every employee, Director and agents must adhere. The Supplier Code of Conduct applies to suppliers who must attest their adherence.	2025 Combined Annual & Sustainability Report - see page 90. Standards of Business Conduct and Supplier Code of Conduct are available on <a href="http://www.batkenya.com">www.batkenya.com</a> which speak to the high levels of governance expected in the organisation.
M	A.4 How has the Board ensured all directors, CEOs and management are fully aware of the requirements of this Code?	11.5	FA	FA	The Board and Management receive an update on the requirements of the Code and their specific responsibilities. The Code's requirements were also set out and discussed in the Nominations & Governance Committee meeting in April 2025, as part of the discussions on board succession planning. The Code is also a point of reference for discussions at BARC, RemCo and Board level and feeds in to the actions following the Governance Audit and Board Evaluation exercise for the year ended 31 December 2025. Additionally, the requirements of the Code are reviewed by the Board and each Committee to ensure compliance with aspects relating to the Committees/Board.	2025 Combined Annual & Sustainability Report, in the Corporate Governance report - pages 90-94.

M	A5	Do company documents indicate the role of the Board in developing and monitoring the company strategy?	Part II - Overview, 2.3	FA	FA	FA	Yes - The Board Charter and Corporate Governance Statement in the Combined Annual & Sustainability Report provides that the Board is responsible for approving the Company's business strategy and ensuring that the necessary financial and human resources are in place for the Company to meet its objectives. The Report further states that the Board is collectively responsible for the Company's vision and strategic direction. The Board participates in the annual Strategy session held in September, each year, to review and approve the Company's strategy. The 2025 Strategy was approved by the Board on 26 September 2025. The Board thereafter receives a quarterly update from the MD on the progress made in delivering performance in line with the agreed strategy.	Board Charter - pages 5-7, page 11 - <a href="http://www.batkenya.com">www.batkenya.com</a> , 2025 Combined Annual & Sustainability Report, in the Corporate Governance report - pages 91 and 95
A or E	A6	Does the company strategy promote sustainability of the company?	2.3.6	FA	FA	FA	Yes - The Company's strategy has embedded sustainability as part of the BAT Strategic Navigator under the pillar, Sustainable Future where it includes leading in sustainability and integrity. Additionally, the Company has set out its strategy on sustainability through focus on 5 impact areas i.e. tobacco harm reduction, climate, nature, circularity and communities. The intention is to have a net positive impact on society (including our farmers), consumers, employees, investors, suppliers and business partners. This is disclosed in the 2025 Combined Annual & Sustainability Report which is on the Company's website and which also highlights performance in the respective ESG metrics.	2025 Combined Annual & Sustainability Report, in the Corporate Governance report - pages 28-29; Sustainability Report in its entirety. The Board Charter (pages 5-6, page 17 section 13) also references Role of the board on matters sustainability. All documents are accessible at <a href="http://www.batkenya.com">www.batkenya.com</a>
M	A7	Are all board committees governed by a written charter/terms of reference, disclosing its mandate, authority, duties, composition, leadership and working processes?	2.2.2	FA	FA	FA	Yes - The Board has constituted 3 Committees i.e. Nominations & Governance Committee, Audit & Risk Committee and the Remuneration Committee as set out in the Board Charter. All Committees have Terms of Reference which are reviewed and regularly updated as appropriate. A description of how the Committees operate is also disclosed in the Corporate Governance Report section of the 2025 Combined Annual & Sustainability Report. The Board Charter was reviewed in July 2024.	The Board Charter and Terms of Reference for the 3 Committees are disclosed on website <a href="https://www.batkenya.com/tabcba-se-jrc-for-2024">https://www.batkenya.com/tabcba-se-jrc-for-2024</a>
B	<b>BOARD OPERATIONS AND CONTROL</b>							
M	B1	Has the Board established a Nomination Committee comprised mainly of independent and non-executive Board members?	2.1.2, 2.2.2	FA	FA	FA	Yes - The Nominations & Governance Committee was constituted on 8 November 2022. It currently comprises of 4 Members who are all Independent Non-Executive Directors as per the definition of the Code.	Corporate Governance Report section of 2025 Combined Annual & Sustainability Report, provides the duties of committees and working process as guided by the duly approved Committee work plans.
M	B2	Is the chairperson of the Nomination Committee an independent director?	2.2.3	FA	FA	FA	Yes - The Chairperson of the Committee is an independent director.	Corporate Governance Report section of 2025 Combined Annual & Sustainability Report - page 98
M	B3	Has the board adopted and published procedures for nomination and appointment of new Board members?	2.1.1, 2.1.7	FA	FA	FA	The Terms of Reference of Nominations & Governance Committee are disclosed on the website <a href="https://www.batkenya.com/content/kenya-humanauditors-governance-committee-terms-of-reference.pdf">https://www.batkenya.com/content/kenya-humanauditors-governance-committee-terms-of-reference.pdf</a>	Corporate Governance Report section of 2025 Combined Annual & Sustainability Report - page 98
M	B4	Is the Board size adequate for the exercise of the company business?	2.1.4	FA	FA	FA	Yes - The Board in 2025 had 9 board members against a maximum of 12 as per the Company's Articles of Association which is a sufficient size for the Company's business. This number brings on board a wide diversity of experience and expertise and permits a minimum number of at least three Directors per Committee.	Corporate Governance Report section of 2025 Combined Annual & Sustainability Report - pages 78-86.
A or E	B5	Has the board adopted a policy to ensure the achievement of diversity including age, race and gender in its composition?	2.1.2, 2.1.3, 2.1.5, 2.5.1	FA	FA	FA	Yes - In February 2023, the Board approved and adopted a Board Diversity Policy which is disclosed on the Company's website. Also included is the Company's approach in driving DEI to include gender, age, skills, knowledge and experience, captured in the Board Charter and the 2025 Combined Annual and Sustainability Report.	Diversity policy published on <a href="https://www.batkenya.com/content/kenya-humanauditors-governance-committee-terms-of-reference.pdf">https://www.batkenya.com/content/kenya-humanauditors-governance-committee-terms-of-reference.pdf</a>
M	B6	Do the Board members represent a mix of skills, experience, business knowledge and independence to enable them discharge of their duties?	2.2.1	FA	FA	FA	Yes - The skills, age, experience, business knowledge and other qualifications of each Director are disclosed in the Director profiles set out in the 2025 Combined Annual and Sustainability Report Corporate Governance Report. The Board Profiles are also disclosed on the Company's website.	2025 Combined Annual & Sustainability Report in the Corporate Governance Report section pages 78-86 on Board profiles in the CG statement (pages 78-86 and on the website on <a href="http://www.batkenya.com">www.batkenya.com</a>
M	B7	Has the board adopted and applied a policy limiting the number of board positions each Board member may hold at any one time?	2.1.6	FA	FA	FA	Yes - This requirement is captured within the Board Charter and the Directors' Letters of Appointment. The Board Charter advocates that Non-Executive Directors should not hold directorships in more than 3 listed companies at any one time while Executive Directors shall not hold a directorship in more than 2 public listed companies. The Chairperson cannot chair the boards of more than 2 public listed companies. All Directors must promptly disclose outside directorships and inform the Chairperson of any changes to these directorships. The Board actively monitors adherence to these requirements in the Nominations & Governance Committee.	Board Charter (pg 8) published on website <a href="http://www.batkenya.com">www.batkenya.com</a>

M	B8	Have any Alternate Board members been appointed? If so, have the Alternate Director/s been appointed according to regulation and Code requirements?	21.6, 21.7	FA	FA	No alternate directors in the year under review.	N/A	
M	B9	Are independent directors at least one-third of the total number of Board members?	11.2, 21.3, 2.4	FA	FA	Yes - Out of 9 Directors in office in 2025, 6 were Independent Non-Executive Directors including the Chair (70%). 1 Non-Executive Director (10%) and 2 were Executive Directors (20%). See Board profiles on <a href="http://www.batkenya.com">www.batkenya.com</a>	2025 Combined Annual & Sustainability Report (Board profiles) - pages 78-86	
A or E	B10	Does the Board have policies and procedures to annually assess the independence of independent Board members?	2.4.1	FA	FA	Yes - Independence of Board members is assessed annually by the Nominations & Governance Committee applying the criteria set in the CIMA Code under 2.4.1 and the Capital Markets (Public Offers, Listings and Disclosures) Regulations 2023 (POLD 2023). In the assessment completed in July 2025, it was determined that 6 directors out of 9 were independent (70%). As per the 2025 Combined Annual and Sustainability Report, the Nominations & Governance Committee's key mandate is that of evaluating and reporting to the Board on an annual basis, the effectiveness of the Board and the independence of the Directors in the discharge of their responsibilities including ensuring that the Board has an appropriate balance of profiles to reflect provisions of POLD 2023. Board members appointed before 15 December 2023 shall serve for a cumulative term not exceeding nine (9) years before being categorised as non-independent. Those appointed after 15 December 2023 shall serve for a term not exceeding 6 years before being categorised as non-independent. At present all non-executive directors were appointed prior to the said date and are thus subject to the 9 year term limit on independence.	2025 Combined Annual & Sustainability Report on key activities of the Nominations & Governance Committee - page 98 on activities of the committee in 2025. Board profiles in the Report - page 78-86	
M	B11	Do all independent Board members have a tenure of less than 9 years?	2.4.2	FA	FA	The Board revised its Board Charter in July 2024, to amend the tenure of Board members to reflect provisions of POLD 2023. Board members appointed before 15 December 2023 shall serve for a cumulative term not exceeding nine (9) years before being categorised as non-independent. Those appointed after 15 December 2023 shall serve for a term not exceeding 6 years before being categorised as non-independent. At present all non-executive directors were appointed prior to the said date and are thus subject to the 9 year term limit on independence.	2025 Combined Annual & Sustainability Report - Board profiles Board Charter (pg. 7-8) published on <a href="http://www.batkenya.com">www.batkenya.com</a>	
M	B12	Is the Board comprised of a majority of non-executive board members?	21.3	FA	FA	Yes - As at the date of this report, 7 out of the 9 Directors are Non-Executive Directors (80%).	2025 Combined Annual & Sustainability Report - Board profiles on pages 78-86 See Board profiles on <a href="http://www.batkenya.com">www.batkenya.com</a>	
M	B13	How does the Board ensure a smooth transition of Board members?	2.1.8	FA	FA	Succession Planning is conducted by the Nominations & Governance Committee on behalf of the Board and reported to the Board. The Nominations & Governance Committee annually reviews current board skills and experience, Company needs, diversity and independence considerations. Premised on its findings, the Committee will facilitate filling of vacancies and creation of a succession pipeline to meet these requirements on an annual basis. This has been disclosed in the 2025 Combined Annual and Sustainability Report and Board Charter under the mandate of the Nominations & Governance Committee. The Company's Articles of Association also provide for rotation of one-third of the directors in any given year and hence ensure succession planning. The Board has put in place a succession practice where new director candidates are identified, vetted and appointed in line with the Board Appointment Policy in advance of any anticipated changes e.g. a director's tenure hitting the independence limit, resignations, etc. Directors who reach the independence tenure limit retire at the next AGM.	2025 Combined Annual & Sustainability Report Corporate Governance Report - see page 98 on the Committees activities and Board Charter - page 9 <a href="http://www.batkenya.com">www.batkenya.com</a>	
M	B14	Has the Board established an effective Audit Committee according to Code requirements?	22.4, 21.7, 6.5.1	FA	FA	Yes - The Board has constituted an effective Audit & Risk Committee comprised of 4 Members 3 are Independent Non-Executive Directors, including the Chair of the committee are The Compliance Manager, Internal Auditor, MD and Finance Director as permanent attendees. The mandate and role of the Audit & Risk Committee and its activities in 2025 are disclosed in the Corporate Governance Report section of the 2025 Combined Annual and Sustainability Report. The Committee's Terms of Reference are also set out in the Board Charter on the Company's website.	The terms of reference of the Audit & Risk Committee are provided on the BAT website <a href="http://www.batkenya.com/content/uploads/2024/06/audit-risk-committee-terms-of-reference.pdf">http://www.batkenya.com/content/uploads/2024/06/audit-risk-committee-terms-of-reference.pdf</a>	
M	B15	Are the functions of the Chairperson and the Chief Executive Officer exercised by different individuals?	2.3.3	FA	FA	Yes - The functions of the Chairperson and Managing Director are exercised by different individuals. The division of responsibilities between the Chairperson and the Managing Director is disclosed in the Board Charter and the 2025 Combined Annual and Sustainability Report, Corporate Governance Report section.	See also Board Charter (pg 9) and 2025 Combined Annual and Sustainability Report, Corporate Governance Report - page 100 Board Charter (pg 11-12, <a href="http://www.batkenya.com">www.batkenya.com</a> ) and the 2025 Combined Annual and Sustainability Report Corporate Governance Report - pages 78 - 79, 94	
M	B16	Is the Chairman of the Board a non-executive board member?	2.3.4	FA	FA	Yes - the Chairperson of the Board, Rita Kavashie is a Non-Executive Director and is also independent.	2025 Combined Annual and Sustainability Report Corporate Governance Report - page 78 See also Board profiles on <a href="http://www.batkenya.com">www.batkenya.com</a>	
A or E	B17	Has the Board established procedures to allow its members access to relevant, accurate and complete information and professional advice?	2.3.5	FA	FA	Yes - The Board has established procedures to allow its members access to relevant, accurate and complete information and professional advice at the Company's expense. On access to information, the Chairperson and the Managing Director invite members of Management to make presentations at Board meetings to provide insights into certain aspects of the Company's business or operations. There is established a Document Library in the Convene e-Board platform where key policies and documents are provided at all times to the directors. The Board Charter and all Board Committee Terms of Reference provide that Directors can	See Board Charter (pg 15) and Terms of Reference of all Committees on website <a href="http://www.batkenya.com">www.batkenya.com</a> and 2025 Combined Annual and Sustainability Report, Corporate Governance Report - page 97	

M	B.18	Has the Board adopted a policy on managing conflict of interest?	2.3.8	FA	FA	<p>Yes - The Board adopted a Conflict of Interest Policy for NEDs on 24 April 2026 and the same is on the Company's website. Conflicts of interest are captured and managed as provided by the Companies Act 2015 and the Company's Standards of Business Conduct (SOBC) which applies to Board Members, all employees and third parties dealing with the Company. The Board has the authority to guide on the resolution or management of any declared conflicts.</p> <p>Any director who declares a conflict on an issue under discussion is exempted from voting on the issue. All newly appointed directors must declare any conflicts of interest. In line with the SOBC, all Directors annually declare all existing conflicts in December and</p> <p>Yes - A Related Party Transactions Policy aligned to provisions of the CMA Code was approved by the Board on 17 April 2019 for immediate implementation and is reviewed regularly.</p> <p>In compliance with the policy and accounting standards, various disclosures of related party transactions are captured regularly in the Finance Director's reports to the Audit &amp; Risk Committee and also disclosed in the 2025 Audited Financial Statements. The Board reviews the periodic reports on all existing related party transactions. The transactions are at arms length.</p> <p>Yes - Ms. Kathyrne Maundu is the Company Secretary and she is in good standing with ICS.</p> <p>See Company Secretary's profile on <a href="http://www.batkenya.com">www.batkenya.com</a></p>	<p>Conflict of Interest Policy for Non Executive Directors on the Company's website, Standards of Business Conduct (SOBC), Chapter on Conflicts of Interest published on the website <a href="http://www.batkenya.com">www.batkenya.com</a>, <a href="http://www.batsobc.com">www.batsobc.com</a>. See disclosure in Corporate Governance Section of 2025 Combined Annual and Sustainability Report - page 102 and Board Charter (pg 14)</p> <p>Copy of Related Party Transactions Policy is available on the website <a href="https://www.batkenya.com/content/uploads/2025/01/Related-Party-Transactions-Policy.pdf">https://www.batkenya.com/content/uploads/2025/01/Related-Party-Transactions-Policy.pdf</a></p> <p>See Audit &amp; Risk Committee activities in 2025 (page 101) and disclosure in Audited Financial Statements.</p> <p>See disclosure in Corporate Governance Report in 2025 Combined Annual and Sustainability Report - page 87</p> <p>See Company Secretary's profile on <a href="http://www.batkenya.com">www.batkenya.com</a></p>
M	B.19	Has the Board adopted a policy on related party transactions to protect the interests of the company and all its shareholders and which meets the requirements of the Code?	2.3.7	FA	FA	<p>Yes - Sustainability is one of the Company's strategic pillars alongside Quality Growth and Dynamic Business. In the BAT Strategic Navigator the Company's focus is on leading in sustainability and integrity. The BAT Group also has a sustainability strategy adopted locally focusing on Tobacco Harm Reduction, Climate, Nature, Circularity and Communities to deliver a positive impact for consumers, investors, talent, suppliers and the society.</p> <p>The Board places considerable emphasis on the need for the business to be sustainable for the long term, to meet the expectations of stakeholders and inform the Company's commitments to society. The Company has ensured that sustainability is embedded in all its operations as was set out in the 2025 Combined Annual and Sustainability Report. The Board also has in place a Corporate Social Investment Strategy which underpins the Company's commitment to investing in sustainable and positively impactful initiatives. This strategy is available on the Company's website.</p> <p>Further, the Board has through the Nominations &amp; Governance Committee made</p>	<p>Terms of Reference of Nominations and Governance Committee include ESC Mandate (pg 4); 2025 Combined Annual and Sustainability Report - Chairman's Statement - pg. 14-15, Group strategic navigator pg. 26, Group Sustainability strategy pg. 28, Board Charter pg 17</p> <p>See CS/CSR Strategy at <a href="http://www.batkenya.com">www.batkenya.com</a></p>
A or E	B.20	Has the company appointed a qualified and competent company secretary who is a member in good standing of ICPSK?	2.3.9	FA	FA	<p>Yes - The Board conducts independent Annual Board evaluations which included a review of the performance of the Board, its Committees, Chairperson, Managing Director and Company Secretary. The Board engaged Prof. Nanie Mvaura &amp; Co Advocates to conduct the 2025 Board Evaluation.</p> <p>The evaluation which was completed in March 2026 established that the Board and its Committees continue to function and perform well and have a sufficient balance of skills, expertise, knowledge and diversity. The wide range of skills and diverse backgrounds of members is a key strength of the Board, as is the effective leadership from the Chair. The Board continues to work on and implement the outputs and concerns coming out of such evaluations. Actions are monitored in the Nominations &amp; Governance Committee for</p> <p>Yes - A formal induction programme is approved by the Board and implemented for all incoming Directors. It encompasses virtual presentations on various aspects of the business and visits to the factory/market to appreciate product manufacture and sale.</p> <p>No new directors were appointed in the year ended 31 December 2025.</p>	<p>See disclosure in Corporate Governance Report in 2025 Combined Annual and Sustainability Report - page 87</p>
A or E	B.21	Has the Board adopted policies and processes to ensure oversight of sustainability, environmental and social risks and issues?	2.3.2, 2.3.6	FA	FA	<p>Yes - The Board Annual Work Plan for FY 2025 was approved in the Board meeting of November 2024. Areas of focus stated in 2.6.3 are all captured within the Board Work Plan. The Board Charter details the requirement for the work-plan and planned activities. Board work plan and activities in 2025 are disclosed in the Corporate Governance Report section of the 2025 Combined Annual and Sustainability Report.</p> <p>Yes - The Board conducts independent Annual Board evaluations which included a review of the performance of the Board, its Committees, Chairperson, Managing Director and Company Secretary. The Board engaged Prof. Nanie Mvaura &amp; Co Advocates to conduct the 2025 Board Evaluation.</p> <p>The evaluation which was completed in March 2026 established that the Board and its Committees continue to function and perform well and have a sufficient balance of skills, expertise, knowledge and diversity. The wide range of skills and diverse backgrounds of members is a key strength of the Board, as is the effective leadership from the Chair. The Board continues to work on and implement the outputs and concerns coming out of such evaluations. Actions are monitored in the Nominations &amp; Governance Committee for</p> <p>Yes - A formal induction programme is approved by the Board and implemented for all incoming Directors. It encompasses virtual presentations on various aspects of the business and visits to the factory/market to appreciate product manufacture and sale.</p> <p>No new directors were appointed in the year ended 31 December 2025.</p>	<p>See disclosure in Corporate Governance Report in 2025 Combined Annual and Sustainability Report - page 87</p>
A or E	B.22	Has the Board developed an annual work-plan to guide its activities?	2.6.3	FA	FA	<p>Yes - The Board conducts independent Annual Board evaluations which included a review of the performance of the Board, its Committees, Chairperson, Managing Director and Company Secretary. The Board engaged Prof. Nanie Mvaura &amp; Co Advocates to conduct the 2025 Board Evaluation.</p> <p>The evaluation which was completed in March 2026 established that the Board and its Committees continue to function and perform well and have a sufficient balance of skills, expertise, knowledge and diversity. The wide range of skills and diverse backgrounds of members is a key strength of the Board, as is the effective leadership from the Chair. The Board continues to work on and implement the outputs and concerns coming out of such evaluations. Actions are monitored in the Nominations &amp; Governance Committee for</p> <p>Yes - A formal induction programme is approved by the Board and implemented for all incoming Directors. It encompasses virtual presentations on various aspects of the business and visits to the factory/market to appreciate product manufacture and sale.</p> <p>No new directors were appointed in the year ended 31 December 2025.</p>	<p>See disclosure in Corporate Governance Report in 2025 Combined Annual and Sustainability Report - page 87</p>
M	B.23	Has the Board determined, agreed on its annual evaluation process and undertaken the evaluation or the performance of the Board, the Board Committees, the CEO and the Company Secretary?	2.6.4, 2.8	FA	FA	<p>Yes - The Board conducts independent Annual Board evaluations which included a review of the performance of the Board, its Committees, Chairperson, Managing Director and Company Secretary. The Board engaged Prof. Nanie Mvaura &amp; Co Advocates to conduct the 2025 Board Evaluation.</p> <p>The evaluation which was completed in March 2026 established that the Board and its Committees continue to function and perform well and have a sufficient balance of skills, expertise, knowledge and diversity. The wide range of skills and diverse backgrounds of members is a key strength of the Board, as is the effective leadership from the Chair. The Board continues to work on and implement the outputs and concerns coming out of such evaluations. Actions are monitored in the Nominations &amp; Governance Committee for</p> <p>Yes - A formal induction programme is approved by the Board and implemented for all incoming Directors. It encompasses virtual presentations on various aspects of the business and visits to the factory/market to appreciate product manufacture and sale.</p> <p>No new directors were appointed in the year ended 31 December 2025.</p>	<p>See disclosure in Corporate Governance Report in 2025 Combined Annual and Sustainability Report - page 87</p>
A or E	B.24	Has the Board established and applied a formal induction program for incoming members?	2.7.1	FA	FA	<p>Yes - The Board conducts independent Annual Board evaluations which included a review of the performance of the Board, its Committees, Chairperson, Managing Director and Company Secretary. The Board engaged Prof. Nanie Mvaura &amp; Co Advocates to conduct the 2025 Board Evaluation.</p> <p>The evaluation which was completed in March 2026 established that the Board and its Committees continue to function and perform well and have a sufficient balance of skills, expertise, knowledge and diversity. The wide range of skills and diverse backgrounds of members is a key strength of the Board, as is the effective leadership from the Chair. The Board continues to work on and implement the outputs and concerns coming out of such evaluations. Actions are monitored in the Nominations &amp; Governance Committee for</p> <p>Yes - A formal induction programme is approved by the Board and implemented for all incoming Directors. It encompasses virtual presentations on various aspects of the business and visits to the factory/market to appreciate product manufacture and sale.</p> <p>No new directors were appointed in the year ended 31 December 2025.</p>	<p>See disclosure in Corporate Governance Report in 2025 Combined Annual and Sustainability Report - page 87</p>
A or E	B.25	Do Board members participate in on-going corporate governance training to the extent of 12 hours per year?	2.7.3	FA	FA	<p>Yes - Board Directors participate in on-going Corporate Governance training provided by the Company and externally by independent persons in compliance with the CMA Code. In 2025 5 out of 9 of the Directors received the 12 hours of requisite Corporate Governance training from BAT Kenya and other credible sources.</p>	<p>See disclosure in Corporate Governance Report in 2025 Combined Annual and Sustainability Report - page 96</p>

A or E	B.26	Has the Board set up an independent Remuneration Committee or assigned to another Board committee the responsibility for determination of remuneration of directors?	23.2	FA	FA	<p>Yes - There is a Remuneration Committee which determines remuneration of employees and directors for approval by the Board and subsequently shareholders at the AGM. The mandate and role of the Remuneration Committee is disclosed in the Governance section of the 2025 Combined Annual and Sustainability Report and Board Charter.</p> <p>In April 2025, Director remuneration was reviewed in line with the policy to review Board remuneration every 2 years. This is disclosed in the Directors Remuneration Report. Approval of the remuneration for the year ended 31 December 2025 and the Remuneration Policy will be sought from shareholders at the AGM on 12 June 2026.</p> <p>Yes - The Directors Remuneration Report in the Annual Report captures the Remuneration policy as it relates to Executive and Non-Executive Directors on the Board and makes full disclosure of remuneration of Directors received during the year. The Board approved the Remuneration Policy in April 2026 and approval will be sought from shareholders at the AGM on 12 June 2026.</p> <p>BAT Kenya has established internal procedures and monitoring systems to monitor and promote compliance with applicable laws, regulations and standards. The Legal and Compliance Function has qualified in-house advocates who participate in all business decision forums and provide legal counsel and advise to ensure compliance is achieved and maintained. Management also does an annual self assessment into the internal controls environment via a platform known as Control Navigator and reports its findings to the Board through the Audit &amp; Risk Committee.</p> <p>In addition to the internal control environment, the Company undertook an external Legal and Compliance audit for the year ended 31 December 2025 and disclosed the findings to the Board in April 2026. The implementation of the recommendations thereof will be tracked through the Audit &amp; Risk Committee.</p> <p>The Head of Legal attends Board and Audit &amp; Risk Committee meetings to present on legal compliance matters and address any concerns. The Audit &amp; Risk Committee together with the Internal Audit function further provide assurance to the Board on compliance. Actions:</p> <p>Yes - Pursuant to 210.3 of the Code and as set out above, the Board authorised and the Company undertook an external Legal and Compliance audit for the year ended 31 December 2025 with Kephan &amp; Stratton.</p> <p>Yes - The Company engaged Azali LLP to undertake a governance audit for the year ended 31 December 2025. The auditor issued an opinion in April 2026 confirming that the Board has put in place effective, appropriate, and adequate governance structures in the organization which are in compliance with the legal and regulatory framework and in line with good governance practices for the interest of stakeholders. This will be confirmed to shareholders at the AGM in June 2026.</p> <p>The Company undertakes Governance audits once every 2 years as it has been stated in the</p>	<p>Corporate Governance Report section of 2025 Combined Annual and Sustainability Report - page 99-100</p> <p>Directors Remuneration Report - pages 111-114</p> <p>Remuneration Committee Terms of Reference are published on the website <a href="https://www.batkenya.com/content/dam/encimadees/k/kenya/cvowebady/boards/BAE1-kenya-Remuneration-Committee-Terms-of-Reference.pdf">https://www.batkenya.com/content/dam/encimadees/k/kenya/cvowebady/boards/BAE1-kenya-Remuneration-Committee-Terms-of-Reference.pdf</a></p> <p>Directors Remuneration Report in the Financial Statements section of the 2025 Combined Annual and Sustainability Report - pages 111-114.</p> <p>Corporate Governance Section of 2025 Combined Annual and Sustainability Report on Audit Committee and paragraph on risk management and internal control - page 101</p> <p>Board Charter pg 17 - website <a href="http://www.batkenya.com">www.batkenya.com</a></p> <p>Corporate Governance Section of 2025 Combined Annual and Sustainability Report - page 96</p> <p>Board Charter pg 17 - website <a href="http://www.batkenya.com">www.batkenya.com</a></p> <p>Corporate Governance Section of 2025 Combined Annual and Sustainability Report - page 96</p> <p>Board Charter pg 17 - website <a href="http://www.batkenya.com">www.batkenya.com</a></p>
M	B.27	Has the Board established and approved formal and transparent remuneration policies and procedures that attract and retain Board members?	29.1	FA	FA	<p>BAT Kenya has an open door policy and will meet on telephone, emails or physically. The Company has an open door policy and will meet on media briefings are also organised following publication of full year and half year results to give shareholders an opportunity to engage on the Company's performance. Relevant announcements are made in the local dailies and the website to inform shareholders of key events.</p> <p>Shareholders also have access to the Share Registrar - Image Registrars to engage as well as the Company Secretary.</p> <p>Shareholder engagement disclosed under the Corporate Governance Report section of the 2025 Combined Annual and Sustainability Report</p>	<p>Corporate Governance Section of 2025 Combined Annual and Sustainability Report - page 104</p> <p>Board Charter pg 16 and the cited policies available on <a href="http://www.batkenya.com">www.batkenya.com</a></p> <p>2025 Combined Annual and Sustainability Report - page 104</p> <p>Board Charter pg 16 and the cited policies available on <a href="http://www.batkenya.com">www.batkenya.com</a></p>
M	B.28	How does the Board ensure compliance with all applicable laws, regulations and standards, including the Constitution 210.2 and internal policies?	210.1, 210.2	FA	FA	<p>Shareholders have access to the Company and its Share Registrar. The Share Registrar has a call center through which shareholders present any complaints either via 104, Board Charter pg 16 and Investor Relations Policy which support equitable treatment of shareholders.</p> <p>In addition, the Board has an Investor Relations Policy, Dividends Policy and Dispute Resolution Policy which support equitable treatment of shareholders.</p> <p>Shareholders have access to the Company and its Share Registrar. The Share Registrar has a call center through which shareholders present any complaints either via 104, Board Charter pg 16 and Investor Relations Policy which support equitable treatment of shareholders.</p> <p>Shareholders also have access to the Share Registrar - Image Registrars to engage as well as the Company Secretary.</p> <p>Shareholder engagement disclosed under the Corporate Governance Report section of the 2025 Combined Annual and Sustainability Report</p>	<p>Corporate Governance Section of 2025 Combined Annual and Sustainability Report - page 104</p> <p>Board Charter pg 16 and the cited policies available on <a href="http://www.batkenya.com">www.batkenya.com</a></p> <p>2025 Combined Annual and Sustainability Report - page 104</p> <p>Board Charter pg 16 and the cited policies available on <a href="http://www.batkenya.com">www.batkenya.com</a></p>
M	B.29	In the past year, has the Board organized a legal and compliance audit to be carried out on a periodic basis?	210.3	FA	FA	<p>Shareholders also have access to the Share Registrar - Image Registrars to engage as well as the Company Secretary.</p> <p>Shareholder engagement disclosed under the Corporate Governance Report section of the 2025 Combined Annual and Sustainability Report</p>	<p>Corporate Governance Section of 2025 Combined Annual and Sustainability Report - page 96</p> <p>Board Charter pg 17 - website <a href="http://www.batkenya.com">www.batkenya.com</a></p>
A or E	B.30	Has the Board subjected the company to an annual governance audit?	211.1	FA	FA	<p>Shareholders also have access to the Share Registrar - Image Registrars to engage as well as the Company Secretary.</p> <p>Shareholder engagement disclosed under the Corporate Governance Report section of the 2025 Combined Annual and Sustainability Report</p>	<p>Corporate Governance Section of 2025 Combined Annual and Sustainability Report - page 96</p> <p>Board Charter pg 17 - website <a href="http://www.batkenya.com">www.batkenya.com</a></p>
C		<b>RIGHTS OF SHAREHOLDERS</b>					
M	C.1	Does the governance framework recognize the need to equitably treat all shareholders, including the minority and foreign shareholders?	3.0 Overview, 3.1 and 3.21	FA	FA	<p>Shareholders also have access to the Share Registrar - Image Registrars to engage as well as the Company Secretary.</p> <p>Shareholder engagement disclosed under the Corporate Governance Report section of the 2025 Combined Annual and Sustainability Report</p>	<p>Corporate Governance Section of 2025 Combined Annual and Sustainability Report - page 104</p> <p>Board Charter pg 16 and the cited policies available on <a href="http://www.batkenya.com">www.batkenya.com</a></p>
M	C.2	Other than at the AGM, how does the Board facilitate the effective exercise of shareholders' rights?	3.11	FA	FA	<p>Shareholders also have access to the Share Registrar - Image Registrars to engage as well as the Company Secretary.</p> <p>Shareholder engagement disclosed under the Corporate Governance Report section of the 2025 Combined Annual and Sustainability Report</p>	<p>Corporate Governance Section of 2025 Combined Annual and Sustainability Report - page 104</p> <p>Board Charter pg 16 and the cited policies available on <a href="http://www.batkenya.com">www.batkenya.com</a></p>

M	C.3	How does the Board facilitate shareholders participation at the AGM?	3.11	FA	FA	<p>The AGM Notice is published in a timely manner through daily newspapers, email, website, 2025 Combined Annual and Sustainability Report- page and distribution of physical Annual Reports to shareholders. Sufficient time is accorded to 104, Board Charter page 16.</p> <p>Shareholders at the AGM to enable them to ask questions, seek clarifications on the The AGM Notice and Agenda and Proxy Form will be Company's performance and to air their concerns, if any, before and during the AGM. For published on the website on 20 May 2026 - purposes of transparency and disclosure, all questions asked with respect to the AGM are www.batkenya.com and emailed to shareholders with uploaded on the Company's website. Shareholders unable to attend AGM's are permitted to updated addresses.</p> <p>appoint Proxies and to that end Proxy Forms are provided.</p> <p>In line with Article 62 (b) of the Company's Articles of Association, the 2025 AGM was held virtually. Shareholders were given a chance to engage the Directors by sending their questions in advance as well as to make live calls to the Chairperson during the AGM.</p> <p>Yes - Minority and foreign shareholders are treated equitably. The Company has only issued Shareholders Rights, are provided in the Company's ordinary shares, the holders of which are treated equitably. They all receive information on Articles of Association - page 13 and the Board Charter the Company's performance through distribution of FY results announcement, press page 16.</p> <p>releases, annual reports and accounts and half yearly results announcement. They all receive Notice to the AGM's and accorded opportunity to attend either in person or via proxy. The Board Diversity Policy, Dividend Policy and Investor Relations Policy are available on the Company's website <a href="http://www.batkenya.com">www.batkenya.com</a>.</p> <p>The Board Diversity Policy (available on the Company's website) and Nominations &amp; Governance Committee Terms (available on the Company's website) provide opportunities for minority and foreign shareholders to nominate board members. The Company also respects legal provisions in the Companies Act 2015 permitting minority and foreign shareholders to make such nominations. Minority shareholders also have opportunity to raise Yes - Disclosures are in line with prevailing laws and regulations and the Corporate Disclosures Policy as approved by the Board in April 2026 to augment the practice. The Virtual Investor briefing on February 2025 and July 2025. Policy will be tabled to shareholders at the AGM in June 2026 for approval. Investor and resolutions and half year results in July each year. In 2025, stakeholders were given a chance to send See www.batkenya.com for public announcements &amp; their questions to the Company which were responded to accordingly. Shareholders get AGM documentation. alerts on the AGM including the resolutions passed and voting results.</p> <p>Other public announcements are availed on the Company's website and via publication in the local dailies for the material announcements.</p>
A or E	C.4	Are minority and foreign shareholders holding the same class of shares treated equitably?	3.21	FA	FA	<p>Yes - Minority and foreign shareholders are treated equitably. The Company has only issued Shareholders Rights, are provided in the Company's ordinary shares, the holders of which are treated equitably. They all receive information on Articles of Association - page 13 and the Board Charter the Company's performance through distribution of FY results announcement, press page 16.</p> <p>releases, annual reports and accounts and half yearly results announcement. They all receive Notice to the AGM's and accorded opportunity to attend either in person or via proxy. The Board Diversity Policy, Dividend Policy and Investor Relations Policy are available on the Company's website <a href="http://www.batkenya.com">www.batkenya.com</a>.</p> <p>The Board Diversity Policy (available on the Company's website) and Nominations &amp; Governance Committee Terms (available on the Company's website) provide opportunities for minority and foreign shareholders to nominate board members. The Company also respects legal provisions in the Companies Act 2015 permitting minority and foreign shareholders to make such nominations. Minority shareholders also have opportunity to raise Yes - Disclosures are in line with prevailing laws and regulations and the Corporate Disclosures Policy as approved by the Board in April 2026 to augment the practice. The Virtual Investor briefing on February 2025 and July 2025. Policy will be tabled to shareholders at the AGM in June 2026 for approval. Investor and resolutions and half year results in July each year. In 2025, stakeholders were given a chance to send See www.batkenya.com for public announcements &amp; their questions to the Company which were responded to accordingly. Shareholders get AGM documentation. alerts on the AGM including the resolutions passed and voting results.</p> <p>Other public announcements are availed on the Company's website and via publication in the local dailies for the material announcements.</p>
A or E	C.5	Is there evidence that the Board proactively provides information to shareholders and the media, (and in a timely basis) on corporate affairs and corporate governance?	3.11, 3.41	FA	FA	<p>Yes - Disclosures are in line with prevailing laws and regulations and the Corporate Disclosures Policy as approved by the Board in April 2026 to augment the practice. The Virtual Investor briefing on February 2025 and July 2025. Policy will be tabled to shareholders at the AGM in June 2026 for approval. Investor and resolutions and half year results in July each year. In 2025, stakeholders were given a chance to send See www.batkenya.com for public announcements &amp; their questions to the Company which were responded to accordingly. Shareholders get AGM documentation. alerts on the AGM including the resolutions passed and voting results.</p> <p>Other public announcements are availed on the Company's website and via publication in the local dailies for the material announcements.</p>
	D	<b>STAKEHOLDER RELATIONS</b>				
A or E	D.1	Does the Board have a stakeholder-inclusive approach in its practice of corporate governance and which identifies its various stakeholder groups?	4.11	FA	FA	<p>Yes - The Company has identified the Board and Company's key stakeholders and mapped Standards of Business Conduct is available on the out areas of interaction with such stakeholders. Engagements and interactions are Company website on www.batkenya.com. conducted in line with the principles and guidelines on engagement as set out in the Engagement of stakeholders is discussed in the 2025 Standards of Business Conduct (SOBC) and the Principles of Engagement. The Stakeholder Combined Annual and Sustainability Report. Engagement Policy will be tabled to shareholders for approval at the AGM in June 2026.</p> <p>Yes - In addition to identifying key stakeholders, strategies and suitable policies are Strategic Report section of 2025 Combined Annual and employed to manage relations with different stakeholders. Engagement is constructive, Sustainability Report - page 26-30. deliberate and planned. Typical issues of concern to the Board and which required strategic Investor Relations Policy, Standards of Business engagement in 2025 were excise duty, illicit cigarettes trade, and tobacco control Conduct, Media Engagement Protocol &amp; Corporate regulations. Engagements and interactions are conducted in line with the principles and Social Investment Strategy on www.batkenya.com guidelines set out in the Standards of Business Conduct (SOBC) and Principles of Engagement.</p> <p>Various engagements with stakeholders conducted during 2025 are disclosed in the Strategic Report section of the 2025 Combined Annual and Sustainability Report. The Board also approved the Investor Relations Policy in 2019. The company also has in place a Media Engagement Protocol as well as a strategy on Corporate Social Investment. The</p>
A or E	D.2	Has the Board developed policies, procedures and strategies to manage relations with different/key stakeholder groups?	4.12 - 4.13, 4.15, 4.21	FA	FA	<p>In exercising its fiduciary duty, the Board strives to achieve an appropriate balance between the interests of its various stakeholders in order to achieve the long-term objectives of the Sustainability Report - pages 26-30 Company.</p> <p>The 2025 Combined Annual and Sustainability Report outlines the considerations and engagements had with various stakeholders as part of the company's decision making process and operations. These stakeholders include farmers, regulators, consumers,</p>
A or E	D.3	How does the Board take into account the interests of key stakeholder groups prior to making decisions?	4.14	FA	FA	<p>In exercising its fiduciary duty, the Board strives to achieve an appropriate balance between the interests of its various stakeholders in order to achieve the long-term objectives of the Sustainability Report - pages 26-30 Company.</p> <p>The 2025 Combined Annual and Sustainability Report outlines the considerations and engagements had with various stakeholders as part of the company's decision making process and operations. These stakeholders include farmers, regulators, consumers,</p>

M	D.4	How does the Board ensure effective communications with stakeholders?	4.2, 4.2.1	FA	FA	<p>Relevant information is proactively relayed to stakeholders, having regard to the best interests of the Company in determining what information is shared. Investor and Media briefings are conducted in a timely manner.</p> <p>The Annual Report, media and Company website provide avenues for dissemination of information about the Company in addition to financial performance. As per 4.21 a whistle blowing policy (referred to as Speak Up) is in place which allows employees and members of the public to raise any complaints pertaining to improprieties committed by the Company or its officials/employees. The Company has also displayed its telephone contacts, email and physical addresses on its website and disclosed the name and contacts of the dedicated communications person.</p> <p>The Investor Relations Policy approved by the Board also provides for effective communication with stakeholders. The Company makes requisite public announcements as required by the CMA Code and also shares information via meetings.</p> <p>Yes - The Board approved a Dispute Resolution Policy in 2020, which is updated regularly, to guide the resolution of disputes. The Policy is available on the Company's website. The Company has established processes and procedures for resolution of both internal and external disputes captured in the Board Charter. The policy will be tabled to shareholders for approval at the AGM in June 2026.</p>	<p>2025 Combined Annual and Sustainability Report - Investor Relations Policy and information about communicating with the company is available at the website <a href="https://www.batkenya.com/content/assets/annual-report-2025/combined-annual-and-sustainability-report-2025">https://www.batkenya.com/content/assets/annual-report-2025/combined-annual-and-sustainability-report-2025</a></p> <p>The Dispute Resolution Policy is available on the Company website <a href="https://www.batkenya.com/content/assets/annual-report-2025/combined-annual-and-sustainability-report-2025/combined-annual-and-sustainability-report-2025">https://www.batkenya.com/content/assets/annual-report-2025/combined-annual-and-sustainability-report-2025</a></p>
M	D5	Has the Board established a formal dispute resolution process to address internal and external disputes?	4.3.1	FA	FA		<p>The Dispute Resolution Procedure is also captured in the <a href="https://www.batkenya.com/content/assets/annual-report-2025/combined-annual-and-sustainability-report-2025">Resolution Policy</a></p>
A or E	E	<b>ETHICS AND SOCIAL RESPONSIBILITY</b>					
A or E	E1	Does the Board ensure that all deliberations, decisions and actions are founded on the core values (responsibility, accountability, fairness and transparency) underpinning good governance and sustainability?	5.1.1	FA	FA	<p>Yes - Deliberations, decisions and actions are founded on the core values underpinning good governance and sustainability. These are discharged through the Company's guiding principles and in line with the Standards of Business Conduct (SoBC). These principles have entrenched the core values captured in the CMA Code.</p> <p>Additionally, part of the values of the Company is 'Do the Right Thing' which captures the need for ethical conduct and delivery with integrity initiatives, accountability and responsibility within the organisation.</p>	<p>Strategic Report in 2025 Combined Annual and Sustainability Report - pages 26-30</p> <p>See Standards of Business Conduct on <a href="https://batsobc.com/">https://batsobc.com/</a></p>
M	E2	Has the Board developed a Code of Ethics and Conduct (which includes sustainability) and has it worked to ensure its application by all directors, management and employees?	2.6.1, 5.2.2, 5.2.3, 5.2.4	FA	FA	<p>Yes - The Company has its Standards of Business Conduct that all Directors, third parties dealing with the Company and employees of the Company adhere to. Annually all employees, contractors and directors are required to confirm compliance to the Standards of Business Conduct. Additionally, third parties are required to adhere to the Supplier Code of Conduct, which emphasizes ethical conduct.</p>	<p>Standards of Business Conduct and Board Charter on <a href="https://www.batkenya.com">www.batkenya.com</a>, <a href="https://www.batsobc.com">www.batsobc.com</a> and Corporate Governance Report section of 2025 Combined Annual and Sustainability Report - page 71,91, 100 (role of BARC)</p>
A or E	E3	How does the Board ensure that compliance with the Ethics Code and Conduct is integrated into company operations?	5.2.3	FA	FA	<p>The Company runs an annual programme known as 'Sustainable Decision Making (SDM)' which includes compliance sessions on ethical matters under the Company Value 'Do The Right Thing'. As part of this programme an annual SOBC training and sign-off process is undertaken where all Directors and employees are trained on provisions of the SOBC and required to refresh their adherence to the Standards of Business Conduct and advise on conflicts of interest.</p> <p>Training is also provided on topics tied to SDM such as appreciating the internal controls and risk mitigation process, expected levels of ethical conduct, key focus areas, consequence management for SOBC breaches, etc.</p>	<p>Standards of Business Conduct <a href="https://www.batkenya.com">www.batkenya.com</a>, <a href="https://www.batsobc.com">www.batsobc.com</a></p> <p>2025 Combined Annual and Sustainability Report - pg 71,91, 100 (role of BARC)</p>
A or E	E4	Does the Board incorporate ethical and sustainability risks and opportunities in the risk management process?	5.2.1	FA	FA	<p>The Board ensures that the Company's strategies and operations are executed in line with the Standards of Business Conduct (SOBC). All third party contractual arrangements are underpinned by the SOBC and the Supplier Code of Conduct. The Board Audit &amp; Risk Committee receives a regular report on compliance with the SOBC and any remedial actions.</p> <p>Yes - See disclosure on risk management within the Corporate Governance Report section of the 2025 Combined Annual and Sustainability Report. The Company maintains risk registers on various identified risks e.g. risk of non-compliance with laws, risk of non-compliance with anti-trust laws, risk of bribery &amp; corruption, etc. and ensures appropriate actions are taken to mitigate or eliminate these risks.</p>	<p>Corporate Governance Report section of 2025 Combined Annual and Sustainability Report - page 101, Board Charter pg 14, Company website</p>

A or E	E.5	How is the company performance on ethics assessed, monitored and disclosed to internal and external stakeholders?	5.2,4,5.25	FA	FA	<p>Ethics are assessed on an ongoing basis by the Legal &amp; Compliance function, which ensures that actions of the Company and its employees are always in line with the company's Statement of Business Principles, Standards of Business Conduct (SOBC), Employment Principles, Health and Safety Policy, Responsible Marketing Principles and Principles of Engagement (the policy defines how BAT engages its stakeholders).</p> <p>These principles, policies and standards are disclosed to employees on the local intranet site, and to external stakeholders in engagements and contracts and on the company's website. The Legal function monitors compliance with the above principles, policies and standards and advises the Board, and the Leadership Team on the above, as the need arises. The Audit &amp; Risk Committee receives a report regularly on breaches of the SOBC with recommendations on closing any identified gaps.</p> <p>The Board, with advice from the Audit &amp; Risk Committee, has completed its annual review of the effectiveness of the system of risk management and internal control for the period since 1 January 2025. No significant failings or weaknesses were identified, and the Board is satisfied that, where specific areas for improvement have been identified, processes are in place to ensure that the necessary remedial action is taken and that progress is monitored. The six (6) cases on ethical conduct investigated in 2025 were also reported to the Board and to stakeholders in the 2025 Combined Annual and Sustainability Report.</p> <p>Yes - The Company has a Whistleblowing Policy (referred to as "Speak Up") and a Speak Up Portal based on the Standards of Business Conduct which enables staff third parties, etc. in confidence, to raise concerns about possible improprieties in financial and other matters amounting to breaches/suspected breaches of the SOBC, and to do so without fear of reprisal.</p> <p>The BAT Group has in place a Global Speak Up platform where all whistle blowing matters can be reported. See disclosures in 2025 Combined Annual and Sustainability Report. Also see SOBC: Whistleblowing Policy, Third Party Anti-Financial Crime Procedure, Principles of Engagement (covering all stakeholders), Responsible Marketing Principles, Environmental, Health and Safety Policies, Data Protection Policy etc.</p> <p>The Company's sustainability strategy, considers the impact to local communities within which we operate; farmers who are part of our supply chain, investors, employees, suppliers, consumers and the environment. In seeking to have a net positive impact from company operations on the journey to building A Better Tomorrow TM. The Sustainability part of the combined 2025 Report, demonstrates aspects in which the Company is working to reduce the impact of the business on the environment and society. Examples of this may be seen in the Company's recycling activities, waste, management, water management, energy.</p> <p>Yes - the Board through the Nominations &amp; Governance Committee receives regular reports on performance in sustainable under the ESG metrics. It monitors and reports activities leading to good corporate citizenship and sustainability. See disclosures in 2025 Combined Annual and Sustainability Report.</p>	<p>2025 Combined Annual and Sustainability Report - pages 102-103, covers performance in risk management and highlights that no significant failings/weaknesses were noted from the risks tracked. Page 103 highlights the 6 SOBC breaches reported and investigated in 2025.</p> <p>Standards of Business Conduct <a href="http://www.batkenya.com">www.batkenya.com</a>, 2025 Combined Annual and Sustainability Report Corporate Governance Section page 103 Speak Up reporting portal on <a href="http://www.batkenya.com">www.batkenya.com</a>, <a href="http://www.batsobcc.com">www.batsobcc.com</a></p>
A or E	E.6	Has the company established and implemented a whistle blowing policy?	5.25	FA	FA		
A or E	E.7	Has the Board/ management developed policies on corporate citizenship and sustainability and strategies for company use?	5.31,5.4	FA	FA		
M	E.8	Does the Board consider not only the financial performance but also the impact of the company's operations on society and the environment?	5.3,2,5.3.3	FA	FA		
A or E	E.9	Does the Board monitor and report activities leading to good corporate citizenship and sustainability to demonstrate they are well coordinated?	5.4.1	FA	FA		
F	F	<b>ACCOUNTABILITY, RISK MANAGEMENT AND INTERNAL CONTROL</b>					
M	F.1	Does the Audit Committee and the Board consider and review the financial statements for integrity of the process and for truthful and factual presentation?	6.1, 6.1.1a	FA	FA		<p>Yes - The Board has constituted an effective Audit &amp; Risk Committee which independently reviews, verifies and safeguards the integrity of financial statements and makes recommendations to the Board. This is captured in the Committee's mandate.</p>
M	F.2	Does the Annual Report contain a statement from the Board explaining its responsibility for preparing the accounts and is there a statement by the external auditor about his/her reporting responsibilities?	6.1.2	FA	FA		<p>Yes - the 2025 Combined Annual and Sustainability Report contains a statement of the directors responsibilities for preparing the accounts. There is also a statement by the external auditor about their reporting responsibilities and audit opinion.</p>
A or E	F.3	Does the Board or Audit Committee have a process in place to ensure the independence and competence of the Company's external auditors?	6.1.1b	FA	FA		<p>Yes - the Audit &amp; Risk Committee has a process in place to ensure the independence and competence of the Company's external auditors. The BAT group has a policy on auditor independence which sets out activities which cannot be undertaken by the Company's external auditor to ensure independence. This policy is attached to the Audit &amp; Risk and statement: Committee Terms of Reference. Additionally, the Committee comprising of Non-Executive Directors will meet the external auditor in the absence of Management to discuss any matters arising from the audit. This is usually done 2 times annually, in February after the FY audit and in July on publication of the HY results.</p>
M	F.4	Do the shareholders formally appoint the external auditor at the AGM through a formal and transparent process?	6.1.3	FA	FA		<p>Yes - Notice of appointment or re-appointment of External Auditors is a standard AGM agenda. Appointment or re-appointment is put to the Shareholders to vote and results published thereafter.</p>

A or E	F-5	Is the Company working towards the introduction of integrated reporting (incorporating financial and non-financial information) or is the company's Annual Report prepared on an integrated basis using a framework available from the Integrated Reporting Council, The Global Reporting Initiative, C4 Sustainability Guidelines and/or Sustainability Accounting Standards Board?	6.1.5	FA	FA	Yes - The Company adopted integrated reporting in line with global best standards and strives towards improving the same year on year. In 2025, the Company has prepared its combined Annual and Sustainability Report which adheres to the International Financial Reporting Standards and other Global reporting and sustainability standards and good practices.	2025 Combined Annual and Sustainability Report which evidences integrated reporting.
A or E	F-6	Has the Board established an effective risk management framework which is inclusive of key risks as well as foreseeable risks, environmental and social risks and issues?	6.2.1	FA	FA	Yes - The Company has an effective risk management framework in place. The Company has an extensive risk management and internal control process which comprises of the 3 lines of defence model to give assurance on the management of company risks. The 1st line of defence is under senior management on identifying, assessing, and managing the risk. The 2nd line of defence covers monitoring through internal controls and periodic testing while the 3rd line of defence is the Board which reviews the risks assessed and confirms that the risk management and internal controls framework is adequate. To strengthen the process, external audit, and the Regulator provide additional assurance through regular audits and review of company disclosures. The above activities are all done on a day-to-day basis. The Audit & Risk Committee reviews the risk footprint, heatmaps and mitigation plans at <b>governance and reports to the board</b> .	2025 Combined Annual and Sustainability Report - pages 100-101. Board Charter page 14, available on the Company Website on <a href="http://www.batkenya.com">www.batkenya.com</a>
M	F-7	Has the Board established and reviewed on a regular basis the adequacy, integrity and management of internal control systems and information systems (including for compliance with all applicable laws, regulators, rules and guidelines)?	6.3.1, 6.3.2, 6.3.3	FA	FA	Yes - review of the adequacy of the internal controls of the Company is part of the mandate of the Audit & Risk Committee. The Audit & Risk Committee meets 3 times a year and reports findings from its meeting to the Board. The Company also has a well resourced Internal Audit Function and a Compliance team whose representatives are permanent invitees to the Audit & Risk Committee. They provide regular reports to the Committee on their compliance and audit plans and outcomes of any assurance activities. The Board also approves and monitors these audit and compliance Plans annually. See also disclosures in External Auditors Report in 2025 Combined Annual and Sustainability Report.	2025 Combined Annual and Sustainability Report Corporate Governance Section - pages 100-101.
M	F-8	Does the Board annually conduct a review on the effectiveness of the company's risk management practices and internal control systems and report this to shareholders?	6.4.1	FA	FA	Yes - The reports on the company's risk management practices and internal controls systems are discussed by the Audit & Risk Committee and reported to the Board. They are disclosed to shareholders in the Annual Reports.	2025 Combined Annual and Sustainability Report Corporate Governance Section - pages 100-101.
M	F-9	Has the Board established an effective internal audit function according to Code requirements and which reports directly to the Audit Committee?	6.5.2	FA	FA	Yes - The Company has a well resourced Internal Audit Function which reports directly to the Board Audit & Risk Committee. Internal Audit is also free to meet with the Chair of the Audit & Risk Committee and discuss matters of interest. In 2025, the Board reviewed the performance of the Internal Audit Function and determined that the same was performing effectively and as desired. The Committee continues to monitor the performance.	2025 Combined Annual and Sustainability Report Corporate Governance Section - pages 100-101.
A or E	F-10	Does the Board disclose details of Audit Committee activities?	6.5.2	FA	FA	Yes - The Board discloses the activities of the Audit & Risk Committee in the Corporate Governance Section of the Annual Report. The Committee's activities in 2025 are set out briefly in the said report.	2025 Combined Annual and Sustainability Report Corporate Governance Section - pages 100-101.
	G	<b>TRANSPARENCY AND DISCLOSURE</b>					
M	G-1	Does the company have policies and processes to ensure timely and balanced disclosure of all material information as required by all laws, regulations and standards and this Code?	7.0 Overview, 7.1.1	FA	FA	Yes - Key areas requiring disclosure as listed in 7.1.1 have been disclosed in the 2025 Combined Annual and Sustainability Report and / or on the Company's website <a href="http://www.batkenya.com">www.batkenya.com</a> .	2025 Combined Annual and Sustainability Report - pages 102-104 and website - <a href="http://www.batkenya.com">www.batkenya.com</a>
A or E	G-2	Does the Annual Report cover, as a minimum, disclosures as prescribed in 7.1.1 relating to the company's governance, the Board and the Audit Committee?	7.1.1	FA	FA	Yes - The Company's Vision, Mission and strategic framework disclosed in the Strategic Report section of the 2025 Combined Annual and Sustainability Report and also on the website on <a href="http://www.batkenya.com">www.batkenya.com</a> . Purpose - A Better Tomorrow TM; Vision - Building a Smokeless World and Mission - Switch to Better.	Corporate Governance Report section of 2025 Combined Annual and Sustainability Report - pages 102-104 and website - <a href="http://www.batkenya.com">www.batkenya.com</a>
A or E	G-3	Does the Annual Report cover, as a minimum, disclosures as prescribed in 7.1.1 relating to the company's mission, vision and strategic objectives?	7.1.1	FA	FA	Yes - The Company has disclosed remuneration through the Directors Remuneration Report and the notes in the Financial Statements within the 2025 Combined Annual and Sustainability Report. Remuneration Policy as approved by the Board in April 2026 will be tabled to shareholders for approval at the AGM in June 2026. The existence of a whistleblowing policy and reporting on reported cases is also disclosed in the Annual Report and within the Standards of Business Conduct and referenced earlier in this document.	2025 Combined Annual and Sustainability Report, website: <a href="http://www.batkenya.com">www.batkenya.com</a>
A or E	G-4	Does the Annual Report cover, as a minimum, disclosures as prescribed in 7.1.1 relating to remuneration and whistleblowing?	7.1.1	FA	FA	Yes - The areas for disclosure have been disclosed on the Company website. Populating the website with information is an ongoing process and the website is continuously updated as information changes.	Whistleblowing disclosure - page 103, 2025 Combined Annual and Sustainability Report. 2025 Combined Annual and Sustainability Report (Directors Remuneration - page 11-114).
A or E	G-5	As a minimum, does the company website disclose current information on all areas prescribed in 7.1.1 (Board Charter, Whistleblowing Policy, Code of Ethics and information on resignation of directors)?	7.1.1	FA	FA	Yes - The areas for disclosure have been disclosed on the Company website. Populating the website with information is an ongoing process and the website is continuously updated as information changes.	Website - <a href="http://www.batkenya.com">www.batkenya.com</a> under Policies, Principles & Standards <a href="http://www.batkenya.com">www.batkenya.com</a> for the whistleblowing policy and Standards of Business Conduct

A or E	C.6	Does the Board disclose the management discussion and analysis as required in 7.11?	7.11	FA	FA	Yes - Disclosures are made as appropriate and in the interests of the Company and its shareholders. The disclosures can be found in the Company's website, Annual Report and published in dailies as appropriate.	2025 Combined Annual and Sustainability Report and on www.batkenya.com
A or E	C.7	Has the Board provided disclosures as required in 7.11 on compliance with laws, regulations and standards; ethical leadership, conflict of interest, corporate social responsibility and citizenship?	7.11	FA	FA	Yes - Disclosures captured in the 2025 Combined Annual and Sustainability Report with appropriately headed sections. These are also captured in the Board Charter.	2025 Combined Annual and Sustainability Report Corporate Governance Section- pages 102-103. Board Charter pg 14-17, BAT Kenya website
A or E	C.8	Has the Board made all required disclosures, including confirming requirements of 7.11 which include that a governance audit was carried out and that there are no known insider dealings?	7.11	FA	FA	Yes - All disclosures have been made by the Company to the best of its ability. There was no insider dealing noted in 2025. Enhanced whistle blowing disclosures have been made in the 2025 Corporate Governance statement. Additional policies have been prepared and approved internally and will be submitted to the shareholders for approval at the AGM in June 2026 including: Remuneration Policy, Dispute resolution policy, Corporate Disclosures Policy, etc.	2025 Combined Annual and Sustainability Report Corporate Governance Section - page 96; page 102, BAT Kenya website.
A or E	C.9	Has the Board disclosed the company's risk management policy, company procurement policy, policy on information technology as per 7.11?	7.11	FA	FA	Yes - Various policies addressing risk management, Procurement Policy and Information Technology Policy disclosed in the Corporate Governance section of the 2025 Combined Annual and Sustainability Report. The policies are also on the website.	2025 Combined Annual and Sustainability Report Board Charter pg 14-17 on www.batkenya.com; Company website
M	C.10	Has the Board disclosed information on shareholders, including the key shareholders, including shareholding by directors and senior management and the extent of their shareholdings as required in 7.11 and on stakeholder who influence company performance and sustainability?	7.11	FA	FA	Yes - Disclosures have been made in the 2025 Combined Annual and Sustainability Report of the top 10 principle shareholders. Shareholding by directors is disclosed in the Directors Remuneration Report - no directors had shares in the Company.	Directors Remuneration Report - page 111-114, Principle Shareholders and Share Distribution section of 2025 Combined Annual and Sustainability Report (page 174), Corporate Governance Statement
M	C.11	Has the Board disclosed all related-party transactions?	7.11t	FA	FA	Yes - Related party transactions are disclosed in the 2025 Combined Annual and Sustainability Report, under the financial statements.	Financial Statements section of 2025 Combined Annual and Sustainability Report, Page 136, Note 32; page 172 of the Financial Statements.
M	C.12	Does the Board include in its Annual Report a statement of policy on good governance and the status of the application of this Code?	7.1.3, 7.11r	FA	FA	Yes - Board includes in its Annual Report a statement of policy on good governance and the status of the application of this Code under the Corporate Governance Report.	2025 Combined Annual and Sustainability Report Corporate Governance Section- page 97.

Note 1. The Reporting Template shall be used by companies to report on their application of the provisions of the Code of Corporate Governance Practices for Issuers of Securities to the Public 2015 (the Code). The completion of the Reporting Template and its filing with the Capital Markets Authority (CMA) will fulfill the reporting requirements of the Code at 11.3 paragraph 2. All elements marked in green are mandatory and MUST be complied with. Failure to fully apply will result in regulatory sanctions. When completing column 'F' for MANDATORY ITEMS, 'FA' will mean 'Fully Complied With', 'PA' will mean 'Partially Complied With' and 'NA' will mean 'Not Complied With'.

Note 2. Column 'F' should be marked as follows: 'FA' - Full Application, 'PA' - Partially Applied or 'NA' - Not Applied. Full application of this Code is required by the Code. Therefore anything less than 'full application' is considered 'non-compliance or non-application' of the Code. A response of 'PA' or 'NA' is non-compliance and requires an explanation to be provided with a firm commitment to moving towards full compliance. See also Note 4.

Note 3. An explanation of how the Code provision is applied is required in column 'G' and shall be supported by evidence of how application has been achieved. If the provision is NOT applied, an explanation for why it is not applied or only partially applied is required in column 'G'. For each question, column 'G' must be completed.

Note 4. If an explanation is required because of non-application of any element of the Code, the explanation must be satisfactory, must be provided to relevant stakeholders including the Capital Markets Authority and shall include:  
a. reasons for non-application  
b. time frame required to meet each application requirement  
c. the strategies to be put in place to progress to full application.