



BRITISH AMERICAN TOBACCO KENYA PLC

RESOLUTIONS PASSED AT THE 69TH ANNUAL GENERAL MEETING OF THE COMPANY HELD ELECTRONICALLY ON WEDNESDAY, 12 MAY 2021 AT 9:00 A.M.

ORDINARY BUSINESS

1. AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST DECEMBER 2020

It was proposed by Stephen Irungu Kimani and seconded by Mary Wambui Karanja and **resolved by majority vote**, that the audited Financial Statements for the year ended 31st December 2020 together with Chairman's Statement, the Directors' and Auditor's Reports thereon be and are hereby approved and adopted.

2. DIVIDEND FOR THE YEAR ENDED 31ST DECEMBER 2020

It was proposed by John Mathenge Nderitu and seconded by Mary Wangari Gichohi and **resolved by majority vote**, that the interim dividend of KSh 3.50 per ordinary share paid on 18th September 2020 be and is hereby confirmed and that the final dividend of KSh 41.50 per ordinary share payable net of Withholding Tax on 12th May 2021 to shareholders on the Register of Members as at the close of business on 16 April 2021 be and is hereby approved.

3. RE-ELECTION OF DIRECTORS

- a) It was proposed by Thomas Maina Wanjohi and seconded by Antony Muchiri Muriuki and **resolved by majority vote**, that Rita Kavashe, be and is hereby re-elected as a Director of the Company.
- b) It was proposed by Thomas Wariithi Ndiritu and seconded by Jane Nyandia Maina and **resolved by majority vote**, that Crispin Achola, be and is hereby re-elected as a Director of the Company.
- c) It was proposed by Alois Wafula Chami and seconded by Dennis Omonyi Okemwa and **resolved by majority vote**, that Peter Mwangi be and is hereby re-elected as a Director of the Company.
- d) It was proposed by Geoffrey Bethuel Maoga and seconded by Wilson Francis Ojunju and **resolved by majority vote**, that Dr. Martin Oduor-Otieno be and is hereby re-elected as a Director of the Company.
- e) It was proposed by Isaac Ayekha Mudoga and seconded by Edwin Oyaro Osoro and **resolved by majority vote**, that Andre Joubert be and is hereby re-elected as a Director of the Company.

4. RE-ELECTION OF MEMBERS OF THE BOARD AUDIT AND RISK COMMITTEE

It was proposed by John Wairi Wandugo, seconded by Florence Wamuyu Mwithaga and **resolved by a majority vote**, that Dr. Martin Oduor-Otieno, Samuel Onyango, Carol Musyoka and Marion Gathoga-Mwangi be and are hereby elected to continue to serve as Members of the Board Audit & Risk Committee.

5. DIRECTORS' REMUNERATION AND DIRECTORS' REMUNERATION REPORT FOR THE YEAR ENDED 31 DECEMBER 2020

It was proposed by Junia Imade seconded by John Mutina Makuta and **resolved by majority vote**, to approve the Directors' Remuneration and Directors' Remuneration report for the year ended 31 December 2020.



6. RE-APPOINTMENT OF AUDITORS

It was proposed by Dan Kiplimo Kogei, seconded by Mary Mwikali Musyoki and **resolved by a majority vote**, to re-appoint KPMG Kenya as External Auditors of the Company. **It was further resolved** by a majority vote, that the Directors be and are hereby authorised to fix the Auditors' remuneration for the year ending 31 December 2021.

SPECIAL BUSINESS

7. CHANGES TO THE COMPANY'S ARTICLES OF ASSOCIATION

It was proposed by Caroline Njeri Ndenya, seconded by Samson Odongo Ademba and **resolved by a majority vote**, to pass the following resolutions as special resolutions as recommended by the Directors: -

- a) That Article 101 of the Company's Articles of Association be amended by the inclusion of the underlined section so that Article 101 will read as follows:

"The Board shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy, or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed by or in accordance with these Articles. Any Director so appointed, with the exception of the Managing Director and/or Executive Director(s), shall hold office only until the next following Annual General Meeting and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting."

- b) That Article 102 of the Company's Articles of Association be amended by the inclusion of the underlined section so that Article 102 will read as follows:

"At the Annual General Meeting of the Company in every year one-third (1/3) of the Directors for the time being or, if their number is not three (3) or a multiple of three (3), then the number nearest one-third (1/3), shall retire from office. A Director retiring at a meeting shall retain office until the dissolution of that meeting. The provisions of these Articles regarding retirement by rotation shall not apply to the Managing Director and/or Executive Director(s) being at the time in the employment of the Company and who is appointed under the provisions of Article 146."

The above is a true record of the resolutions passed at the 2021 Annual General Meeting of British American Tobacco Kenya plc. The results of the vote on each resolution is attached hereto for reference.

By Order of the Board

A handwritten signature in purple ink that reads 'Kathryn Maundu'.

**Kathryne Maundu (Ms.)
Company Secretary**

12th May 2021