

Notice of the 2023 Annual General Meeting

NOTICE IS HEREBY GIVEN that the 71st Annual General Meeting (AGM) of the Company will be held via electronic communication on **Thursday, 15 June 2023 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

1. To receive, consider, and if approved, adopt the Company's audited Financial Statements for the year ended 31 December 2022, together with the reports of the Chairperson, Directors and Auditor thereon.
2. To confirm the interim dividend of KShs. 5/- per ordinary share, paid on 16 September 2022 and to approve a final dividend of KShs. 52/- per ordinary share, to be paid net of Withholding Tax on 15 June 2023, to shareholders on the register at the close of business on 26 May 2023.
3. Directors:
 - a) To note that Carol Musyoka retires by rotation in accordance with Article 102 of the Articles of Association and does not offer herself for re-election as a Director.
 - b) Rita Kavashe and Dr. Martin Oduor-Otieno retire by rotation in accordance with Article 102 of the Articles of Association and being eligible, offer themselves for re-election as Directors.
4. In accordance with the provisions of Section 769 of the Companies Act 2015, Dr. Martin Oduor-Otieno, Samuel Onyango and Marion Gathoga-Mwangi, being members of the Board Audit & Risk Committee, be elected to continue to serve as members of the said Committee.
5. To approve the remuneration of Directors and the Directors Remuneration Report for the year ended 31 December 2022.
6. To appoint Messrs KPMG Kenya as External Auditor of the Company by virtue of Section 721(2) of the Companies Act 2015, and authorise the Directors to fix their remuneration for the year ending 31 December 2023.
7. To consider any other business of which due notice has been given.

Special Business

8. To consider, and if thought fit, pass the following resolution as an Ordinary Resolution, as recommended by the Directors:

For the purposes of regulation G.06 of the Fifth Schedule of the Capital Markets (Securities) (Public Offers, Listing and Disclosures) Regulations 2002, to consider, and if thought fit, pass the following resolution as an Ordinary resolution in regard to the business of the Company and in the interests of the Company:

"That the striking off from the Register of Companies, of East African Tobacco Company (Kenya) Limited, which is a wholly owned subsidiary of the Company, be and is hereby approved".

By Order of the Board

Kathryne Maundu
Company Secretary

22 May 2023

NOTES

1. 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.
2. Any shareholder wishing to participate in the meeting should register for the AGM by dialling *483*844# 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) 709 170 000/ (+254) 709 170 030 between 9:00 a.m. to 5:00 p.m., Monday to Friday.
3. Registration for the AGM opens on 23 May 2023 and will close on 12 June 2023 at 5:00 p.m. Shareholders will not be able to register after this time.
4. 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 (i) a copy of this Notice and the proxy form; and (ii) the Company's audited Financial Statements for the year ended 31 December 2022.
5. 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.
6. A proxy form is provided with the Annual Report. The proxy form can also be obtained from the Company's website www.batkenya.com or from Image Registrars Limited, ABSA Towers (formerly Barclays Plaza), 5th Floor, Loita Street, P.O. Box 9287 – 00100, Nairobi, Kenya. Shareholders who do not propose to be at the AGM are requested to complete and return the proxy form to Image Registrars Limited at the address above or by email to info@image.co.ke / BATshares@image.co.ke or alternatively to the Registered Office of the Company, to arrive no later than 9:00 a.m. on 13 June 2023.
7. A proxy form must be signed by the appointor or their attorney duly authorised in writing. If the appointor 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 authorised attorney of such body corporate.
8. All questions and/or clarifications must reach the Company on or before 12 June 2023 at 5:00 p.m. Shareholders wishing to raise questions may do so by:
 - i. Sending their written questions by email to BATshares@image.co.ke;
 - ii. Physically delivering or posting their written questions, indicating a return address (physical, postal or email), to the registered office of the Company, or via 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.

The Company's Directors will provide written responses to the questions received, via the return address (physical, postal or email) provided by the shareholder, no later than 12 hours before the start of the AGM. A full list of all questions received, and the answers thereto will be published on the Company's website, no later than 12 hours before the start of the AGM.

9. 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. As a reminder of 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. A second SMS/USSD reminder prompt shall be sent one hour prior to the AGM, and provide a link to the live stream. In registering to attend the AGM, a shareholder opts in to receive these messages.
10. 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 Chairperson) via the USSD prompts as well as via the VOTE tab on the livestream link.
11. A poll shall be conducted for all the resolutions put forward in the Notice.
12. Results of the AGM shall be published on the Company's website www.batkenya.com within 24 hours of concluding the AGM.
13. The preferred method of paying dividends which are below KShs 140,000/- is through M-PESA. Shareholders who wish to receive their dividend through M-PESA and have not registered for this mode of payment, can opt to receive future dividends via M-PESA when registering for the AGM via the USSD or contact Image Registrars via: **Tel: +254709170000 / +254709170030**, Email: info@image.co.ke / BATshares@image.co.ke
14. Shareholders are encouraged to continuously monitor the Company's website www.batkenya.com for updates relating to the AGM.