

Notice of the 2021 Annual General Meeting



NOTICE IS HEREBY GIVEN that the 69th Annual General Meeting (AGM) of the Company will be held via electronic communication on **Wednesday, 12 May 2021 at 9:00 a.m.**, to conduct the following business. 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 December 2020, together with the reports of the Chairperson, Directors and Auditor thereon.
- To confirm the interim dividend of KSh. 3.50 per ordinary share paid on 18 September 2020 and to approve a final dividend of KSh. 41.50 per ordinary share, to be paid net of Withholding Tax on 12 May 2021, to shareholders on the Register at the close of business on 16 April 2021.
- To re-elect Directors:
 - Rita Kavashe retires in accordance with Article 101 of the Articles of Association having been appointed by the Board after the last Annual General Meeting, and being eligible, offers herself for re-election as a Director.
 - Crispin Achola retires in accordance with Article 101 of the Articles of Association having been appointed by the Board after the last Annual General Meeting, and being eligible, offers himself for re-election as a Director.
 - Peter Mwangi retires by rotation in accordance with Article 102 of the Articles of Association and being eligible, offers himself for re-election as a Director.
 - Dr. Martin Oduor-Otieno retires by rotation in accordance with Article 102 of the Articles of Association and being eligible, offers himself for re-election as a Director.
 - André Joubert retires by rotation in accordance with Article 102 of the Articles of Association and being eligible, offers himself for re-election as a Director.
- Re-election of Board Audit and Risk Committee Members:

Pursuant to the provisions of Section 769 of the Companies Act 2015, Dr. Martin Oduor-Otieno, Samuel Onyango, Carol Musyoka and Marion Gathoga-Mwangi, being members of the Board Audit and Risk Committee, be elected to continue to serve as members of the said Committee.
- To approve the remuneration of the Directors and the Directors Remuneration Report for the year ended 31 December 2020.
- 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 December 2021.
- To consider any other business of which due notice has been given.

Special Business

- To consider, and if thought fit, pass the following resolutions as Special Resolutions, as recommended by the Directors:
 - 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."
 - 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."

By Order of the Board

Kathryne Maundu (Ms.)
Company Secretary
12 April 2021

NOTES:

- In view of the ongoing Coronavirus (COVID-19) pandemic and attendant public health regulations and directives passed by the Government, 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*806# on their mobile telephone line and following 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. and 5:00 p.m., Monday to Friday.
 - Registration for the AGM opens on **12 April 2021** and will close on **10 May 2021 at 5:00 p.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 (i) a copy of this Notice and the proxy form; and (ii) the Company's audited Financial Statements for the year ended 31 December 2020.
 - 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.
 - A proxy form is provided in 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 attend the AGM are requested to complete and return the proxy form to Image Registrars Limited via the address above, or by email to info@image.co.ke or BATshares@image.co.ke. Alternatively, deliver it to the Registered Office of the Company to arrive not later than 9:00 a.m. on 10 May 2021.
 - A proxy form must be signed by the appointor or his attorney duly authorised in writing. If the appointor is a corporate body, 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 corporate body.
 - All questions and/or clarifications must reach the Company on or before **10 May 2021 at 4:00 p.m.** Shareholders wishing to raise questions may do so by:
 - Sending their written questions, by email to BATshares@image.co.ke;
 - Posting their written questions with a return address (physical, postal or email) for the attention of the Company Secretary, to the registered office of the Company: P.O. Box 30000 - 00100, Nairobi, or;
 - Physical delivery to Image Registrars offices at the address provided.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 not later than 12 hours before the start of the AGM.
- 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 to the AGM. 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 access the agenda and follow the proceedings of the AGM using the livestream platform. 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.
- A poll shall be conducted for all the resolutions put forward in the Notice.
- Results of the AGM shall be published on the Company's website www.batkenya.com within 24 hours of concluding the AGM.
- The preferred method of paying dividends which are below KSh 300,000/- 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 service, or contact Image Registrars (Tel: +254 20 2230330/ +254 20 2212065/ +254 20 2246449; Mobile: +254 724 699667/ +254 735565666/ +254 770 052116, Email: info@image.co.ke).