

NOTICE OF THE 2019 ANNUAL GENERAL MEETING



NOTICE IS HEREBY GIVEN that the 67th Annual General Meeting of British American Tobacco Kenya plc will be held in the **Mara Ballroom, Hotel Intercontinental Nairobi, on Friday, 10 May 2019, at 10:00 a.m.** to conduct the following business:

Ordinary business

1. To receive, consider and if approved, adopt the Company's audited Financial Statements for the year ended 31 December 2018, together with the reports of the Chairman, Directors and Auditors thereon.
2. To confirm the interim dividend of KSh 3.50 per Ordinary Share paid on 21 September 2018 and to declare a final dividend of KSh 31.50 per Ordinary Share payable, net of Withholding Tax, on 10 May 2019 to shareholders on the Register at the close of business on 14 March 2019.
3. To elect Directors:
 - a) Mahmud Janmohamed retires by rotation in accordance with Article 103 of the Articles of Association and being eligible, does not offer himself for re-election as a Director.
 - b) Peter Mwangi and Dr. Martin Oduor-Otieno retire by rotation in accordance with Article 103 of the Articles of Association and being eligible, offer themselves for re-election.
 - c) Gayling May, having attained the age of 70 in March 2013, retires in line with recommendations of the Capital Markets Authority, Code of Corporate Governance Practices for Issuers of Securities to the Public, 2015 and being eligible offers himself for re-election.
- d) Pursuant to the provisions of Section 769 of the Companies Act, 2015, Gayling May, Carol Musyoka and Dr. Martin Oduor-Otieno, being Members of the Board Audit Committee, be elected to continue to serve as Members of the said Committee.
4. To approve the remuneration of Directors and the Directors' Remuneration Report for the year ended 31 December 2018.
5. To reappoint KPMG Kenya to continue in office as External Auditors of the Company by virtue of Section 721(2) of the Companies Act, 2015 and to authorise the Directors to fix their remuneration.

Special Business

6. To consider and if appropriate, pass the following Special Resolution:

"That Article 174 of the Company's Articles of Association be amended by the inclusion of subclause (d) as shown below:

 174. Subject to these Articles and the Statutes, the Company may give any notice, circular, information memorandum, annual report and accounts, share certificate or any other document or information issued by the Company or with the authority of the Board to any member:
 - (a) by delivering it to him/her personally;
 - (b) by leaving it at or sending it by post in a prepaid envelope to such member at his/her registered address as appearing in the Register or the Company's other records;
 - (c) by sending it by electronic means to an address for the time being notified to the Company by the member; or
 - (d) by making it available for viewing and/or download on the Company's website for the time being notified to the member."
7. To consider any other business of which due notice has been given.

By Order of the Board

Waeni Ngea
Company Secretary
Likoni Road, Industrial Area
P.O. Box 30000 - 00100,
NAIROBI

13 February 2019

NOTES:

1. Any shareholder who is entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote in his stead. Such proxy need not be a member of the Company.

requested to complete and return the proxy form to The Co-operative Bank of Kenya Limited Registrars, or alternatively to the Registered Office of the Company so as to arrive not later than 2:30 p.m. on 8 May 2019.
2. A proxy form is provided with this Report. The proxy form can also be obtained from the Company's website www.batkenya.com or from The Co-operative Bank of Kenya Limited Registrars, CIC Plaza B, 1st Floor, Mara Road, Upper Hill, P. O. Box 48231 - 00100, Nairobi, Kenya.
3. Shareholders who do not propose to be at the Annual General Meeting are
4. Duly signed proxy forms may also be emailed to shares@co-opbank.co.ke in PDF format.
5. The Company's Articles of Association, a copy of the entire Annual Report and Financial Statements may be viewed and/or downloaded from the Company's website www.batkenya.com