

# Notice of the 2020 Annual General Meeting

**NOTICE IS HEREBY GIVEN** that the 20<sup>th</sup> Annual General Meeting (**AGM**) of British American Tobacco Uganda Limited (**BATU**) will be held via electronic communication (virtual/online meeting) on **Thursday, 23 July 2020 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 2019, together with the reports of the Chairman, Directors and External Auditor thereon.
2. To declare and ratify the proposed 2019 Final Dividend of Ushs 320 per share, paid in advance of the AGM on 19 June 2020 net of withholding tax, to shareholders on the register at the close of business on 29 May 2020.
3. To ratify the re-appointment of KPMG Uganda as External Auditor of the Company and to authorise the Directors to fix their remuneration for the year ending 31 December 2020.
4. To elect Directors in place of those retiring in accordance with the provisions of the Company's Articles of Association:
  - a) **Hon. Ely Karuhanga** (74) and **Mr. Fred Tumwesigye** (74) who were appointed to the Board in July 2013 and April 2001 respectively, retire by reason of age in accordance with Article 88(d) and Article 90 of the Articles of Association of the Company, and are eligible for re-election; and
  - b) **Mrs. Candy Wekesa-Okoboi** (43), who was appointed to the Board in April 2020, retires by reason of having been appointed by the Directors to fill a casual vacancy in accordance with Article 92 of the Company's Articles of Association, and is eligible for re-election.

## Special Business

5. To consider, and if deemed fit, appropriate, pass the following Special Resolution amending the Company's Articles of Association as shown below:
  - a) By inserting a new Article 51 as follows:

*"The Annual General Meeting and any Extraordinary General Meeting shall be held at such time as the Directors shall appoint, and in a manner deemed appropriate by the Directors including the following:*

    - (i) a physical meeting at such place as the Directors shall determine;
    - (ii) a virtual meeting using electronic means (including video-conferencing and tele-conferencing); or
    - (iii) a hybrid meeting comprising partly physical meeting and partly virtual meeting as set out in paragraphs (i) and (ii) above."
  - b) By inserting a new Article 52 as follows:

*"In these Articles, any reference to the performance of an act by physical or other means shall, in addition, permit the performance of that act by electronic means, and the Articles shall be interpreted constructively to achieve this purpose."*
  - c) By inserting a new Article 124 as follows:

*"Where for any reasonable cause it is impracticable for a General Meeting to be convened for the purpose of approving a distribution recommended by the Directors, the Directors may make such distribution to the members on such terms as they deem appropriate provided that the Directors seek the ratification of such distribution at the next general meeting of the Company."*
  - d) By inserting a new Article 132 as follows:

*"Where for any reasonable cause it is impracticable to convene a General Meeting at which a retiring auditor will be reappointed or a new auditor will be appointed, and where the term of the retiring auditor has lapsed, the Directors may reappoint a retiring auditor or appoint a new auditor and determine the remuneration for that auditor provided that the Directors seek ratification of the appointment and the remuneration determined by the members at the next General Meeting of the Company."*
6. To conduct any other business that may be conducted at the AGM of which due notice has been given.

## Notes

1. Owing to the ongoing Coronavirus 2019 (COVID-19) pandemic and the related Public Health Regulations and directives passed by the Government of Uganda restricting public meetings, it is impossible for the Company to hold a physical AGM in the manner envisaged under the Act & the Articles of Association. On 11 June 2020, the High Court of Uganda granted BATU leave to convene and conduct the AGM by electronic means, subject to obtaining a prior No Objection from the USE.
2. Shareholders wishing to participate in the meeting should register for the AGM by dialing **\*284\*31#** on their mobile telephone and follow the various prompts on the registration process.
3. To complete the registration process, shareholders will need to provide their National ID/Passport Numbers which were used to purchase their shares and/or their SCD Account Number/Share Certificate Number. For assistance, shareholders should dial the following helpline number: **+256 417 701 000** from 9:00 a.m. to 4:00 p.m. from Monday to Friday or send an email to **shareholders@deloitte.co.ug** for assistance during registration.
4. Registration for the AGM **opens on Tuesday, 30 June 2020 at 9:00 a.m. and will close on Tuesday, 21 July 2020 at 5.00 p.m.** Shareholders will not be able to register after this time.
5. The following documents may be viewed on the USE's website, **www.use.or.ug**: (a) a copy of this Notice and the proxy form; (b) the Company's Annual Report and Audited Financial Statements for the year ended 31 December 2019; (c) the proposed amendments to the Company's Articles of Association; (d) a copy of the High Court Order and (e) a copy of the No Objection issued by the USE.
6. Any shareholder who is entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote. Such proxy need not be a member of the Company.
7. A proxy form is provided with the Annual Report. The proxy form can also be obtained by contacting the Company's share registrars Deloitte (Uganda) Limited (**Deloitte**) on email **shareholders@deloitte.co.ug**. **All completed proxy forms should be returned to Deloitte by email or physical delivery to Rwenzori House, 3<sup>rd</sup> Floor, Lumumba Avenue, Kampala, or by delivery to the Company's head office no later than 2:30 p.m. on 21 July 2020.**
8. Shareholders wishing to raise any questions or clarifications regarding the AGM may do so on or before 21 July 2020 at 2:30 p.m. by sending their questions by email to **shareholders@deloitte.co.ug** or to **the Company's head office**, providing their full details. Written responses to the questions will be provided no later than 12 hours before the start of the AGM. A full list of all questions and answers will be published on the USE's website, **www.use.org** not 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 registered to participate in the AGM. Duly registered shareholders and proxies will receive a short message service (SMS/USDD) prompt on their registered mobile numbers, 24 hours prior to the AGM acting as a reminder of the AGM. A second SMS/USDD prompt shall be sent one hour ahead of the AGM and providing a link to the live stream.
10. Results of the resolutions voted on will be announced before the end of meeting and thereafter, published on USE's website, **www.use.org** within 24 hours following conclusion of the AGM.

By Order of the Board

**Nicholas Eциmu**  
**Sebalu & Lule Advocates**  
Company Secretary

30 June 2020