

# Shareholders notice

## 63rd Annual General Meeting



**NOTICE IS HEREBY GIVEN that the 63rd Annual General Meeting of the Share-holders of British American Tobacco Zimbabwe (Holdings) Limited will be held at Cresta Lodge Harare, Corner of Samora Machel Ave, and Robert Mugabe Rd, Msasa, Harare on Friday, 28 April 2023 at 10am. Shareholders may attend the meeting either in person or virtually, as per the instructions at the end of this notice.**

### Ordinary Business

#### 1. Minutes of the Previous Meeting

To confirm and sign-off the Minutes from the 62nd Annual General Meeting.

#### 2. Financial Statement and Reports

To receive, review and adopt the Audited Financial Statements for the year ended 31 December 2022, together with the Reports of the Directors and Auditors.

#### 3. Directorate

##### 3.1 Directors' Remuneration

To approve the remuneration and emoluments of Directors for the year ended 31 December 2022.

**Note:** *The consolidated directors emoluments are included in the Annual Report.*

##### 3.2 Appointment and Re-election of Directors

**3.2.1** To re-elect by individual resolution, Mrs R. Kupara and Mr E. I. Manikai, who retire by rotation in terms of Article 96 of the Company's Articles of Association and, being eligible, have offered themselves for re-election.

**3.2.2** To confirm the re-appointment of Mr Kimesh Naidoo, who was co-opted to the Board, in terms of Article 88 of the Company's Articles of Association.

**NB:** *The profiles of Directors to be re-elected and confirmed are included in the Annual Report under 'Directorate'.*

**3.2.3** To note the resignation of Mr Sivenasen Moodley as a Director of the Company.

#### 4. Audit Committee

**4.1.** To receive and review the report of the Audit Committee on its activities and matters of its greatest concern.

#### 5. Corporate Governance

**5.1.** To receive and review the Board's report on Company compliance with its Corporate Governance guidelines and conformity to corporate governance principles as set forth in the National Code .

#### 6. Auditors

**6.1** To fix the remuneration of the Auditors for the past year.

**6.2** To reappoint KPMG Chartered Accountants (Zimbabwe) as Auditors of the Company until the conclusion of the next Annual General Meeting. KPMG has served the Company for the past 8 years.

#### Any Other Business

To transact any other business competent to be dealt with at an Annual General Meeting.

#### Appointment of Proxy

In terms of the Companies and Other Business Entities Act (Chapter 24:31), a member who is entitled to attend and vote at a meeting is also entitled to appoint a proxy to attend and vote on a poll and speak in his/her stead. Proxy forms should be forwarded to reach the office of the Company Secretary at least 48 (forty-eight) hours before the commencement of the meeting.

**Notes:** Details of the Virtual AGM will be emailed by First Transfer Secretaries (Pvt) Ltd ('FTS') to all Shareholders. Shareholders are advised to update their contact details with the following contact:

#### **First Transfer Secretaries (Private) Limited**

1 Armagh Avenue, Eastlea, Harare

Telephone: +263 242 782869/72

Email: [info@fts-net.co](mailto:info@fts-net.co)

#### By Order of the Board

**Phyllis Chenjera**

Company Secretary

24 March 2023

#### Registered office:

1 Manchester Road

P.O. Box ST 98

Southernton

Harare

Zimbabwe

#### Transfer Secretaries:

First Transfer Secretaries

1 Armagh Road

Eastlea

P.O.Box 11

Harare, Zimbabwe

Email: [zmazhandu@fts-net.com](mailto:zmazhandu@fts-net.com)