

# NOTICE OF THE 2025 ANNUAL GENERAL MEETING



**NOTICE IS HEREBY GIVEN** that the 73<sup>rd</sup> Annual General Meeting (AGM) of British American Tobacco Kenya plc (BAT Kenya, the Company) will be held virtually via electronic communication on **Wednesday, 25<sup>th</sup> June 2025 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 thought fit, adopt the Company's Audited Financial Statements for the year ended 31<sup>st</sup> December 2024, 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 27<sup>th</sup> September 2024 and to approve a final dividend for the year ended 31<sup>st</sup> December 2024 of KShs 45/- per ordinary share to be paid net of Withholding Tax, to shareholders on the Register at the close of business on 23<sup>rd</sup> May 2025.
3. Directors re-election:
  - a) To note the resignations of Andre Joubert and his alternate Sidney Wafula as Directors of the Company effective 31<sup>st</sup> March 2025.
  - b) To re-elect Rita Kavashe, Dr. Macharia Irungu and Marion Gathoga-Mwangi who retire by rotation in accordance with Article 102 of the Articles of Association and being eligible and willing, offer themselves for re-election as Directors.
4. In accordance with the provisions of Section 769 of the Companies Act 2015, Martin Oduor-Otieno, Samuel Onyango, Marion Gathoga-Mwangi and Paul Muthaura, being members of the Board Audit & Risk Committee be elected to continue to serve as members of the said Committee.
5. To consider and if thought fit, approve the remuneration of Directors and the Directors Remuneration Report for the year ended 31 December 2024.
6. To re-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<sup>st</sup> December 2025.
7. To consider any other business of which due notice has been given.

## By Order of the Board

**Waeni Ngea**

**Company Secretary**

**30<sup>th</sup> May 2025**

## 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\*806#** on their mobile telephone line and follow the various prompts regarding registration. A shareholder/proxy will be required to have the National Identity Card/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 170000/ (+254) 709 170030** between 9:00 a.m. to 5:00 p.m. Monday to Friday.
3. Registration for the AGM opens on 3<sup>rd</sup> June 2025 and will close on 23<sup>rd</sup> June 2025 at 9:00 a.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](http://www.batkenya.com) (i) a copy of this Notice and the proxy form; (ii) 2024 AGM Minutes and (iii) the Company's Audited Financial Statements for the year ended 31 December 2024.
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. The proxy form can be obtained from the Company's website [www.batkenya.com](http://www.batkenya.com) or from Image Registrars Limited, Absa Towers, 5<sup>th</sup> Floor, Loita Street, P.O. Box 9287 – 00100, Nairobi, Kenya.
7. Shareholders who do not intend to attend the AGM are requested to complete and return the proxy form to Image Registrars Limited on the address below or by email to [info@image.co.ke](mailto:info@image.co.ke) or [batshares@image.co.ke](mailto:batshares@image.co.ke) or alternatively to the Registered Office of the Company to arrive not later than 9:00 a.m. on 23<sup>rd</sup> June 2025.
8. A proxy form must be signed by the appointer, or his attorney/ advocate duly authorised in writing. If the appointer 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 authorized attorney/advocate of such body corporate.
9. All questions and/or clarifications must reach the Company on or before 23<sup>rd</sup> June 2025 at 5:00 p.m. Shareholders wishing to raise questions may do so by:
  - a) Sending their written questions by email to [batshares@image.co.ke](mailto:batshares@image.co.ke);
  - b) Physically delivering or posting their written questions and include a return address (physical, postal or email) to the registered office of the Company or P.O. Box 30000 – 00100, Nairobi, or to Image Registrars offices at the address above.

Shareholders must provide their full details (names, National Identity Card/Passport Number, CDSC Account Number) when submitting their questions and or clarifications.

A full list of all questions received, and the answers thereto will be published on the Company's website not later than 24 hours after the start of the AGM.

10. 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. 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 livestream. In registering to attend the AGM, a shareholder opts in to receive these messages.
11. 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.
12. A poll shall be conducted for all the resolutions put forward in the Notice.
13. Results of the AGM shall be published on the Company's website [www.batkenya.com](http://www.batkenya.com) within 24 hours of concluding the AGM.
14. The preferred method of paying dividends which are below Kshs 250,000/- is through mobile money platform M-Pesa. Shareholders who wish to receive their dividend through M-Pesa and who 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 Limited **(+254) 709 170000/ (+254) 709 170030**, Email: [info@image.co.ke](mailto:info@image.co.ke) / [batshares@image.co.ke](mailto:batshares@image.co.ke).
15. Shareholders are encouraged to continuously monitor the Company's website [www.batkenya.com](http://www.batkenya.com) for updates relating to the AGM.