

CORPORATE GOVERNANCE REPORTING TEMPLATE FOR ISSUERS OF SECURITIES TO THE PUBLIC
TO BE FILLED IN LINE WITH THE REQUIREMENTS OF THE CODE OF CORPORATE GOVERNANCE PRACTICES FOR ISSUERS OF SECURITIES TO THE PUBLIC, 2015

Company Name (in full)
British American Tobacco Kenya plc
Reviewer's Name

Stock Code: KE0000000075
Sector: Manufacturing
Year: 2024
Date of Financial Year End: 31 DECEMBER 2024

Company Details to be Provided:
Company market to book ratio at end of financial year
No of outstanding shares at end of financial year 100,000,000
Closing price of stock at end of financial year 376
Net sales as per Income Statement at end of financial year Ksh 25,715,903,000
Net profit as per Income Statement at end of financial year Ksh 4,483,370,000
Total debt (short and long term) as per Balance Sheet at end of financial year Ksh 97,667,000
Total equity as per Balance Sheet at end of financial year Ksh 15,733,130,000
Total no. of Board members at end of financial year 10 substantive directors and 1 alternate director
No. of independent directors at end of financial year 7
No. of non-executive directors at end of financial year 7

Chairperson Signature
CEO Signature
Company Secretary Signature

Consecutive No.	Mandatory or 'apply or explain'	Part No.	Question	Kenya Code Reference	Application - FA, PA or NA - See Notes 1, 2, 3 & 4	Application - FA, PA or NA - See Notes 1, 2, 3 & 4	Application or Explanation - Note 3 & 4	Source of Information
		A	INTRODUCTION					
1	M	A.1	Has the company developed and published a Board Charter which is periodically reviewed and which sets out the Board responsibility for internal control?	1.1.2, 2.6.2, 6.3.2	FA	FA	Yes - The Company has a Board Charter which outlines the roles, responsibilities and powers of the Board, Board Committees, Board Chair, Managing Director and Company Secretary. It also sets out the Boards responsibility for risk management, strategic direction, corporate governance, internal controls and processes. The Board Charter is periodically reviewed by the Board with the last review conducted on 25 July 2024. The Charter is published on the Company's website (www.batkenya.com).	Board Charter is published on website - www.batkenya.com
2	M	A.2	Do the Board Charter or company documents distinguish the responsibilities of the Board from Management in line with Code requirements?	1.1.2, 2.3.1, 2.3.2, 2.6.2	FA	FA	Yes - The Board Charter sets out the separation of roles between the Board and Management including the Board Chairperson and the Managing Director. The Board Charter also sets out the roles and responsibilities of the Board in discharging its fiduciary and leadership functions. A description of the Board's responsibilities and how it operates are also disclosed in the Corporate Governance Report within the 2024 combined Annual & Sustainability Report. The activities undertaken in 2024 are set out in this report.	Board Charter pg. 5-6. 2024 combined Annual & Sustainability Report, in the Corporate Governance report pg. 90-91
3	A or E	A.3	Is there a statement indicating the responsibility of Board members for the application of corporate governance policies and procedures of the company?	1.1.6	FA	FA	Yes - Under the Corporate Governance Statement in the 2024 combined Annual & Sustainability Report on on the Company's website, the Company has committed to maintain high standards of corporate governance at all levels in the organisation including internal rules of engagement. Board and Management decisions are made in accordance with prudent corporate governance practices. The Nominations & Governance Committee is specifically charged with the responsibility of monitoring compliance with the CMA Code and governance aspects. Additionally, internal guidelines are constituted in the BAT Standards of Business Conduct to which every employee, Director and agents must adhere. The Supplier Code of Conduct applies to suppliers who must attest their adherence.	2024 combined Annual & Sustainability Report pg. 90-95 Standards of Business Conduct and Supplier Code of Conduct are available on www.batkenya.com which speak to the high levels of governance expected in the organisation.

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	A.4	How has the Board ensured all directors, CEOs and management are fully aware of the requirements of this Code?	1.1.6	FA	FA	The Board and Management receive an update on the requirements of the Code and their specific responsibilities. The Code's requirements were also set out and discussed in great detail in the Nominations & Governance Committee post the 2023 Governance Audit undertaken in 2024, the Board Evaluation and the internal Legal and Compliance Audit completed within the year. Additionally, the requirements of the Code are reviewed by the Board and each Committee to ensure compliance with aspects relating to the Committees/Board.	2024 Combined Annual & Sustainability Report, in the Corporate Governance report pg. 90-95
	A.5	Do company documents indicate the role of the Board in developing and monitoring the company strategy?	Part II - Overview, 2.3	FA	FA	Yes - The Board Charter and Corporate Governance Statement in the Combined Annual & Sustainability Report provides that the Board is responsible for approving the Company's business strategy and ensuring that the necessary financial and human resources are in place for the Company to meet its objectives. The Report further states that the Board is collectively responsible for the Company's vision and strategic direction. The Board participates in the annual Strategy session held in September each year, to review and approve the Company's strategy. The 2025 Strategy was approved by the Board on 27 September 2024. It thereafter receives a quarterly update from the MD on the progress made in delivering performance in line with the agreed strategy.	Board Charter - www.batkenya.com 2024 Combined Annual & Sustainability Report, in the Corporate Governance report pg. 90-95
or E	A.6	Does the company strategy promote sustainability of the company?	2.3.6	FA	FA	Yes - The Company's strategy has embeded sustainability as part of the BAT Strategic Navigator under the pillar, Sustainable Future where it includes leading in sustainability and integrity. Additionally, the Company has set out its strategy on sustainability through focus on 5 impact areas i.e. tobacco harm reduction, climate, nature, circularity and communities. The intention is to have a net positive impact on society, consumers, investors, talent and suppliers. This is disclosed in the 2024 combined Annual & Sustainability Report. Further, the Company has published this Report on 30 April 2025 which also highlights performance in the respective ESG metrics.	2024 Combined Annual & Sustainability Report, in the Corporate Governance report pg. 26, 30-31, 36-41. The Board Charter also references sustainability initiatives of the Company. All documents are accessible at www.batkenya.com
	A.7	Are all board committees governed by a written charter/terms of reference, disclosing its mandate, authority, duties, composition, leadership and working processes?	2.2.2	FA	FA	Yes - The Board has constituted 3 Committees i.e Nominations & Governance Committee, Audit & Risk Committee and the Remuneration Committee as set out in the Board Charter. All Committees have Terms of Reference which are reviewed and regularly updated as appropriate. A description of how the Committees operate is also disclosed in the Corporate Governance Report section of the 2024 combined Annual & Sustainability Report. The Board Charter and Committees Terms of Reference were revised and adopted on 25 July 2024.	Terms of Reference of all Committees disclosed on website www.batkenya.com . The Board Charter contains the Committee terms of reference. Corporate Governance Report section of 2024 Combined Annual & Sustainability Report, pg. 96-99
	B	BOARD OPERATIONS AND CONTROL					
	B.1	Has the Board established a Nomination Committee comprised mainly of independent and non-executive Board members?	2.1.2, 2.2.2	FA	FA	Yes - The Nominations & Governance Committee was constituted on 8 November 2002. It currently comprises of 4 Members 3 of whom (70%) are Independent Non-Executive Directors as per the definition of the Code.	Corporate Governance Report section of 2024 Combined Annual & Sustainability Report pg.96-97. Terms of Reference of Nominations & Governance Committee are disclosed in Board Charter on the website www.batkenya.com
	B.2	Is the chairperson of the Nomination Committee an independent director?	2.2.3	FA	FA	Yes - The Chairperson is an independent director and is the Chair of the Board.	Corporate Governance Report in the 2024 Combined Annual & Sustainability Report pg. 82, 96.
	B.3	Has the board adopted and published procedures for nomination and appointment of new Board members?	2.1.1, 2.1.7	FA	FA	Yes - The Board on 27 April 2018 approved a Policy on Director Appointments to the Board which is available on the BAT Kenya website. In July 2024, the Board updated and published the asid Policy on the website.	Policy on Appointments to the Board published on www.batkenya.com Board Charter, pg 7-8
	B.4	Is the Board size adequate for the exercise of the company business?	2.1.4	FA	FA	Yes - The Board in 2024 had 10 board members against a maximum of 12 as per the Company's Articles of Association which is a sufficient size for the Company's business. This number brings on board a wide diversity of experience and expertise and permits a minimum number of at least three Directors per Committee.	2024 Combined Annual & Sustainability Report Corporate Governance Report section pg. 92.
or E	B.5	Has the board adopted a policy to ensure the achievement of diversity including age, race and gender in its composition?	2.1.2, 2.1.3, 2.1.5, 2.5.1	FA	FA	Yes - In February 2023, the Board approved and adopted a Diversity Policy which is disclosed on the Company's website. Also included is the Company's approach in driving D&I to include gender, age, skills, knowledge and experience, captured in the Board Charter and the 2024 Combined Annual and Sustainability Report.	Diversity Policy published on www.batkenya.com . 2024 Combined Annual & Sustainability Report in the Corporate Governance Report section pg. 93.
	B.6	Do the Board members represent a mix of skills, experience, business knowledge and independence to enable them discharge of their duties?	2.2.1	FA	FA	Yes- The skills, age, experience, business knowledge and other qualifications of each Director are disclosed in the Director profiles set out in the 2024 Combined Annual and Sustainability Report Corporate Governance Report. The Board Board profiles are also disclosed on the Company's website.	2024 Combined Annual & Sustainability Report Board profiles on pg. 80-86 and on the website on www.batkenya.com

	B.7	Has the board adopted and applied a policy limiting the number of board positions each Board member may hold at any one time?	2.1.6	FA	FA	Yes - This requirement is captured within the Board Charter and the Directors' Letters of Appointment. The Board Charter advocates that Non-Executive Directors should not hold more than 3 directorships of listed companies at any one time while Executive Directors shall not hold a directorship in more than 2 public listed companies. The Chairperson cannot chair the boards of more than 2 public listed companies. All Directors must promptly disclose outside directorships and inform the Chairperson of any changes to these directorships. The Board actively monitors adherence to these requirements in the Nominations & Governance Committee.	Board Charter (pg. 8) published on website - www.batkenya.com
	B.8	Have any Alternate Board members been appointed? If so, have the Alternate Director/s been appointed according to regulation and Code requirements?	2.1.6, 2.1.7	FA	FA	Yes - The Board appointed Mr. Sidney Wafula as an Alternate Director to Mr. Andre Joubert with effect from 25 June 2020. This was done in line with the Articles of Association, CMA Code and communicated to the public in line with listing regulations. Mr. Joubert and Mr Wafula both resigned from the Board on 31 March 2025 following resignation of Mr Joubert from BAT. These resignations were also completed in line with the CMA Code and the law.	Announcement of the appointment was made to the public on 29 May 2020 and the resignation as an Alternate Director announcement made on 22 February 2025. www.batkenya.com
	B.9	Are independent directors at least one-third of the total number of Board members?	1.1.2, 2.1.3, 2.4.1	FA	FA	Yes - Out of 10 Directors in office in 2024, 7 were Independent Non-Executive Directors including the Chair (70%) while 3 were Executive Directors (30%). At present, the Board comprises of 9 directors, with 7 Independent Non-Executive Directors including the Chair (77.8%) and 2 Executive Directors (22.2%).	2024 Combined Annual & Sustainability Report (Board profiles) on pg. 80-86, 92. See Board profiles on www.batkenya.com
or E	B.10	Does the Board have policies and procedures to annually assess the independence of independent Board members?	2.4.1	FA	FA	Yes - Independence of Board members is assessed annually by the Nominations & Governance Committee applying the criteria set in the CMA Code under 2.4.1 and the Capital Markets (public Offers, Listings and Disclosures) Regulations 2023 (POLD 2023). In the assessment completed in July 2024, it was determined that 6 directors out of 10 were independent (60%) compared to 8 directors out of 11 (72.73%) in 2023. As per the 2024 Combined Annual and Sustainability Report, the Nominations & Governance Committee's key mandate is that of evaluating and reporting to the Board on an annual basis, the effectiveness of the Board and the independence of the Directors in the discharge of their responsibilities including ensuring that the Board has an appropriate balance of skills, expertise and knowledge, in line with the Board Diversity Policy.	Nominations & Governance Committee Terms of Reference published on website - www.batkenya.com and 2024 Combined Annual & Sustainability Report pg. 96-97 on key activities of the Nominations & Governance Committee. Board profiles on pg. 80-86
	B.11	Do all independent Board members have a tenure of less than 9 years?	2.4.2	FA	FA	The Board revised its Board Charter in July 2024 to amend the tenure of Board members to reflect provisions of POLD 2023. Board members appointed before 15 December 2023 shall serve for a cumulative term not exceeding nine (9) years before being categorised as non-independent. Those appointed after 15 December 2023 shall serve for a term not exceeding 6 years before being categorised as non-independent. At present all non-executive directors were appointed prior to the said date and are thus subject to the 9 year term limit on independence.	2024 Combined Annual & Sustainability Report - Board profiles pg. 80-86. Board Charter (pg. 7-8) published on website - www.batkenya.com
	B.12	Is the Board comprised of a majority of non-executive board members?	2.1.3	FA	FA	Yes - As at the date of this report, 8 out of the 9 Directors are Non-Executive Directors (88.9%).	2024 Combined Annual & Sustainability Report- Board profiles pg. 80-86, 92. See Board profiles on www.batkenya.com
	B.13	How does the Board ensure a smooth transition of Board members?	2.1.8	FA	FA	Succession Planning is conducted by the Nominations & Governance Committee on behalf of the Board and reported to the Board. The Nominations & Governance Committee annually reviews current board skills and experience, Company needs, diversity and independence considerations. Premised on its findings, the Committee will facilitate filling of vacancies and creation of a succession pipeline to meet these requirements on an annual basis. This has been disclosed in the 2024 Combined Annual and Sustainability Report and Board Charter under the mandate of the Nominations & Governance Committee. The Company's Articles of Association also provide for rotation of one-third of the directors in any given year and hence ensure succession planning. The Board has put in place a succession practice where new director candidates are identified, vetted and appointed in line with the Board Appointment Policy in advance of any anticipated changes e.g. a director's tenure hitting the independence limit, resignations, etc. Directors who reach the independence tenure limit retire at the next AGM. This approach was effected for retirement of Carol Musyoka in June 2023 and Peter Mwangi in June 2024. Paul Muthaura and Phyllis Wakiaga were appointed in October 2023 in advance of this anticipated change.	2024 Combined Annual & Sustainability Report Corporate Governance Report pg. 92-93, 96 and the Nominations & Governance Committee Terms of Reference in Board Charter on www.batkenya.com

	B.14	Has the Board established an effective Audit Committee according to Code requirements?	2.2.4, 6.5.1, 2.1.7	FA	FA	Yes - The Board has constituted an effective Audit & Risk Committee comprised of 4 Members who are all Independent Non-Executive Directors with the Compliance Manager, Internal Auditor, MD and Finance Director as permanent attendees. The mandate and role of the Audit & Risk Committee and its activities in 2024 are disclosed in the Corporate Governance Report section of the 2024 Combined Annual and Sustainability Report. The Committee's Terms of Reference are also set out in the Board Charter on the Company's website.	The terms of reference of the Audit & Risk Committee are provided on the BAT website www.batkenya.com . See also Board Charter (pg. 9) and 2024 Combined Annual and Sustainability Report, Corporate Governance Report pg. 98-99.
	B.15	Are the functions of the Chairperson and the Chief Executive Officer exercised by different individuals?	2.3.3	FA	FA	Yes - The functions of the Chairperson and Managing Director are exercised by different individuals. The division of responsibilities between the Chairperson and the Managing Director is disclosed in the Board Charter and the 2024 Combined Annual and Sustainability Report, Corporate Governance Report section.	Board Charter (pg. 11-12, www.batkenya.com) and the 2024 Combined Annual and Sustainability Report Corporate Governance Report pg. 91.
	B.16	Is the Chairman of the Board a non-executive board member?	2.3.4	FA	FA	Yes - the Chairperson of the Board, Rita Kavashe is a Non-Executive Director and is also independent.	2024 Combined Annual and Sustainability Report Corporate Governance Report pg. 82. See also Board profiles on www.batkenya.com
or E	B.17	Has the Board established procedures to allow its members access to relevant, accurate and complete information and professional advice?	2.3.5	FA	FA	Yes - The Board has established procedures to allow its members access to relevant, accurate and complete information and professional advice at the Company's expense. On access to information, the Chairperson and the Managing Director invite members of Management to make presentations at Board meetings to provide insights into certain aspects of the Company's business or operations. There is established a Document Library in the Convene e-Board platform where key policies and documents are provided at all times to the directors. The Board Charter and all Board Committee Terms of Reference provide that Directors can request information and obtain external professional advise at the expense of the Company.	See Board Charter (pg 15) and Terms of Reference of all Committees on website www.batkenya.com and 2024 Combined Annual and Sustainability Report, Corporate Governance Report pg. 95.
	B.18	Has the Board adopted a policy on managing conflict of interest?	2.3.8	FA	FA	Yes - Conflicts of Interest are captured and managed as provided by the Companies Act 2015 and the Company's Standards of Business Conduct (SOBC) which applies to Board Members, all employees and third parties' dealing with the Company. The Board has the authority to guide on the resolution or management of any declared conflicts. Any director who declares a conflict on an issue under discussion is exempted from voting on the issue. All newly appointed directors must declare any conflicts of interest. In line with the SOBC, all Directors annually declare all existing conflicts in December and attest to adherence of the SOBC and Board Charter.	Standards of Business Conduct (SOBC), Chapter on Conflicts of Interest published on website www.batkenya.com , www.batsobc.com . See disclosure in Corporate Governance Section of 2024 Combined Annual and Sustainability Report (pg. 94, 99) and Board Charter (pg 14)
	B.19	Has the Board adopted a policy on related party transactions to protect the interests of the company and all its shareholders and which meets the requirements of the Code?	2.3.7	FA	FA	Yes - A Related Party Transactions Policy aligned to provisions of the CMA Code was approved by the Board on 12 April 2019 for immediate implementation and is reviewed regularly. In compliance with the policy and accounting standards, various disclosures of related party transactions are captured regularly in the Finance Director's reports to the Audit & Risk Committee and also disclosed in the 2024 Audited Financial Statements. The Board reviews the periodic reports on all existing related party transactions. The transactions are at arm's length.	Copy of Related Party Transactions Policy is available on the website www.batkenya.com . See Audit & risk Committee activities in 2024 (pg 98) and disclosures in Audited Financial Statements pg. 134, 169.
	B.20	Has the company appointed a qualified and competent company secretary who is a member in good standing of ICPSK?	2.3.9	FA	FA	Yes - Ms. Waeni Ngea is the Company Secretary and she is in good standing with ICS.	See disclosure in Corporate Governance Report in 2024 Combined Annual and Sustainability Report pg. 86. See Company Secretary's profile on www.batkenya.com

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or E	B.21	Has the Board adopted policies and processes to ensure oversight of sustainability, environmental and social risks and issues?	2.3.2, 2.3.6	FA	FA	<p>Yes - Sustainability is one of the Company's strategic pillars alongside Quality Growth and Dynamic Business. In the BAT Strategic Navigator the Company's focus is on leading in sustainability and Integrity. The BAT Group also has a sustainability strategy adopted locally focusing on Tobacco Harm Reduction, Climate, Nature, Circularity and Communities to deliver a positive impact for consumers, investors, talent, suppliers and the society.</p> <p>The Board places considerable emphasis on the need for the business to be sustainable for the long term, to meet the expectations of stakeholders and inform the Company's commitments to society. The Company has ensured that sustainability is embedded in all its operations as was set out in the 2024 Combined Annual and Sustainability Report.</p> <p>The Board also has in place a Corporate Social Investment Strategy which underpins the Company's commitment to investing in sustainable and positively impactful initiatives. This strategy is available on the Company's website.</p> <p>Further, the Board has through the Nominations & Governance Committee made sustainability a consistent agenda item from which the Board gets updates as part of the Committee report.</p>	<p>2024 Combined Annual and Sustainability Report - Chairman's Statement - pg. 14-15, Group strategic navigator pg. 26, Group Sustainability strategy pg 30, Corporate Governance Report pg. 95-96.</p> <p>Board Charter pg 17 CSI/CSR Strategy at www.batkenya.com</p>
or E	B.22	Has the Board developed an annual work-plan to guide its activities?	2.6.3	FA	FA	<p>Yes - The Board Annual Work Plan for FY 2025 was approved in the Board meeting of 2 December 2024. Areas of focus stated in 2.6.3 are all captured within the Board Work Plan. The Board Charter details the requirement for the work-plan and planned activities.</p> <p>Board work plan and activities in 2024 are disclosed in the Corporate Governance Report section of the 2024 Combined Annual and Sustainability Report.</p>	<p>Corporate Governance Report section of the 2024 Combined Annual and Sustainability Report pg. 91 - 92, 95.</p> <p>Board Charter pg 14 - www.batkenya.com</p>
	B.23	Has the Board determined, agreed on its annual evaluation process and undertaken the evaluation or the performance of the Board, the Board Committees, the CEO and the Company Secretary?	2.6.4, 2.8	FA	FA	<p>Yes- The Board conducts independent Annual Board evaluations which included a review of the performance of the Board, its Committees, Chairperson, Managing Director and Company Secretary. The Board engaged Prof. Kiarie Mwaura & Co Advocates to conduct the 2024 Board Evaluation.</p> <p>The evaluation which was completed in December 2024 established that the Board and its Committees continue to function and perform well and have a sufficient balance of skills, expertise, knowledge and diversity. The wide range of skills and diverse backgrounds of members is a key strength of the Board, as is the effective leadership from the Chair. The performance of the Chairperson, MD and Company secretary was assessed as good.</p> <p>The Board continues to work on and implement the outpts and concerns coming out of such evaluations. Actions are monitored in the Nominations & Governance Committee for closure.</p>	<p>2024 Combined Annual and Sustainability Report pg. 94</p> <p>Board Charter pg 15 on www.batkenya.com</p>
or E	B.24	Has the Board established and applied a formal induction program for incoming members?	2.7.1	FA	FA	<p>Yes - A formal induction programme is approved by the Board and implemented for all incoming Directors. It encompasses virtual presentations on various aspects of the business and visits to the factory/market to appreciate product manufacture and sale.</p> <p>2 new Directors were appointed in October 2023 for whom an induction programme was undertaken. The induction programme was approved by the Nominations & Governance Committee and included an all round picture of business operations, market visits, a factory tour and a visit to the leaf centers.</p> <p>Disclosure of the same is made within the Corporate Governance Report section of the 2024 Combined Annual and Sustainability Report.</p>	<p>Corporate Governance Report section of 2024 Combined Annual and Sustainability Report pg. 93.</p> <p>Board Charter pg 14-15 - www.batkenya.com</p>
or E	B.25	Do Board members participate in on-going corporate governance training to the extent of 12 hours per year?	2.7.3	FA	FA	<p>Yes - Board Directors participate in on-going Corporate Governance training provided by the Company and externally by independent persons in compliance with the CMA Code. In 2024 each Director received the 12 hours of requisite Corporate Governance training from BAT Kenya and other credible sources.</p>	<p>Corporate Governance Report section of 2024 Combined Annual and Sustainability Report pg. 93-94.</p> <p>Board Charter pg 14-15 on www.batkenya.com</p>
or E	B.26	Has the Board set up an independent Remuneration Committee or assigned to another Board committee the responsibility for determination of remuneration of directors?	2.9.2	FA	FA	<p>Yes - There is a Remuneration Committee which determines remuneration of employees and directors for approval by the Board and subsequently Shareholders at the AGM. The mandate and role of the Remuneration Committee is disclosed in the Corporate Governance section of the 2024 Combined Annual and Sustainability Report and Board Charter.</p> <p>In 2024, Director remuneration was not changed as the policy is to review Board remuneration every 2 years. The last review was April 2023 and the next is April 2025. This is disclosed in the Directors Remuneration Report.</p>	<p>Corporate Governance Report section of 2024 Combined Annual and Sustainability Report pg. 97-98 on key activities of the Remuneration Committee.</p> <p>Directors Remuneration Report pg 109 - 112</p> <p>Remunerations Committee Terms of Reference are published on the website www.batkenya.com</p>
	B.27	Has the Board established and approved formal and transparent remuneration policies and procedures that attract and retain Board members?	2.9.1	FA	FA	<p>Yes - The Directors Remuneration Report in the Annual Report captures the Remuneration policy as it relates to Executive and Non-Executive Directors on the Board and makes full disclosure of remuneration of Directors received during the year. The Directors Remuneration Report was approved by shareholders at the AGM on 26 June 2024.</p>	<p>Directors Remuneration Report in the Financial Statements section of the 2024 Combined Annual and Sustainability Report pg. 109-112.</p>

	B.28	How does the Board ensure compliance with all applicable laws, regulations and standards, including the Constitution and internal policies?	2.10, 2.10.1, 2.10.2	FA	FA	<p>BAT Kenya has established internal procedures and monitoring systems to monitor and promote compliance with applicable laws, regulations and standards. The Legal and Compliance Function has 6 qualified in-house advocates who participate in all business decision forums and provide legal counsel and advise to ensure compliance is achieved and maintained. Management also does an annual self assessment into the internal controls environment via a platform known as Control Navigator and reports its findings to the Board through the Audit & Risk Committee.</p> <p>In addition to the internal control environment, the Company undertook an internal Legal and Compliance audit in 2024 and disclosed findings to the Audit & Risk Committee. The audit verified the completion of recommendations of the prior year independent legal and compliance audit and identified areas of focus. The company has scheduled an independent 2024 Legal and Compliance Audit in 2025 to mitigate any non-compliance risks.</p> <p>The Head of Legal/Company Secretary attends Board and Audit & Risk Committee meetings to present on legal compliance matters and address any concerns. The Audit & Risk Committee together with the Internal Audit function further provide assurance to the Board on compliance. Actions from these audits are tracked for closure by the Audit & Risk Committee.</p>	Corporate Governance Section of 2024 Combined Annual and Sustainability Report pg. 94, 98-99 on Committee activities. Board Charter pg 17 - website www.batkenya.com
	B.29	In the past year, has the Board organized a legal and compliance audit to be carried out on a periodic basis?	2.10.3	FA	FA	<p>Yes - Pursuant to 2.10.3 of the Code and as set out above, the Board authorised and the Company undertook an external Legal and Compliance audit in 2023 and an internal audit in 2024. The audit verified the completion of recommendations of the prior year independent legal and compliance audit and identified areas of focus.</p> <p>The company has scheduled an independent 2024 Legal and Compliance Audit in 2025 to mitigate any non-compliance risks.</p>	Corporate Governance Section of 2024 Combined Annual and Sustainability Report pg. 94, 98-99 on Committee activities. Board Charter pg 17 - website www.batkenya.com
or E	B.30	Has the Board subjected the company to an annual governance audit?	2.11.1	FA	FA	<p>The Company engaged Azali LLP to undertake a governance audit in 2024. The auditor issued an opinion confirming that the Board has put in place effective, appropriate, and adequate governance structures in the organization which are in compliance with the legal and regulatory framework and in line with good governance practices for the interest of stakeholders.</p> <p>The Board and various Committees are implementing recommendations from the 2024 Governance audit. Governancce audits are undertaken once every 2 years.</p>	Corporate Governance Section of 2024 Combined Annual and Sustainability Report pg. 94 Board Charter pg 17 - website www.batkenya.com
	C	RIGHTS OF SHAREHOLDERS					
	C.1	Does the governance framework recognize the need to equitably treat all shareholders, including the minority and foreign shareholders?	3.0 Overview, 3.2.1	FA	FA	<p>Yes - The Company's procedures in the Articles of Association and Board Charter provide for equitable treatment of all shareholders. All shareholders receive public notifications from the Company at the same time and are given opportunities to participate in Company events e.g. AGM.</p> <p>In addition, the Board has an Investor Relations Policy, Dividends Policy and Dispute Resolution Policy which support equitable treatment of shareholders.</p>	Corporate Governance Section of 2024 Combined Annual and Sustainability Report pg. 101-102. Board Charter pg 16 and the cited policies available on www.batkenya.com
	C.2	Other than at the AGM, how does the Board facilitate the effective exercise of shareholders' rights?	3.1.1	FA	FA	<p>Shareholders have access to the Company, the Board and its Share Registrar. The Share Registrar has a call center through which shareholders present any complaints either via telephone, emails or physically. The Company has an open door policy and will meet shareholders upon request. It may also organise Open Days for Shareholders. Investor and media briefings are also organised following publication of full year and half year results to give shareholders an oportunity to engage on the Company's performance. Relevant announcements are made in the local dailies and the website to inform shareholders of key events.</p> <p>On 21 June 2024, the Company met a select group of minority shareholders at its Likoni Road premises for pre-engagement on various matters. The shareholders also went for a factory tour to better appreciate the manufacturing process. The Company also organised 2 investor briefing calls for minority shareholders in February 2024 and July 2024.</p>	2024 Combined Annual and Sustainability Report pg. 101-102, Board Charter pg 16 and Investor Relations Policy on www.batkenya.com

M	C.3	How does the Board facilitate shareholders participation at the AGM?	3.1.1	FA	FA	<p>The AGM Notice is published in a timely manner through daily newspapers, email, website and distribution of physical Annual Reports to shareholders. Sufficient time is accorded to Shareholders at the AGM to enable them to ask questions, seek clarifications on the Company's performance and to air their concerns, if any. Shareholders unable to attend AGM's are permitted to appoint Proxies and to that end Proxy Forms are provided.</p> <p>In line with Article 62 (b) of the Company's Articles of Association, the 2024 AGM was held virtually. Shareholders were given a chance to engage the Directors by sending their questions in advance as well as to make live calls to the Chairperson during the AGM. Additionally, the Company organised a shareholder engagement session on 21 June 2024 through which it received feedback on performance and queries from minority shareholders.</p>	<p>2024 Combined Annual and Sustainability Report pg. 101-102, Board Charter pg 16</p> <p>The AGM Proxy Form will be published on the website www.batkenya.com and emailed to shareholders with updated addresses.</p>
A or E	C.4	Are minority and foreign shareholders holding the same class of shares treated equitably?	3.2.1	FA	FA	<p>Yes - Minority and foreign shareholders are treated equitably. The Company has only issued ordinary shares, the holders of which are treated equitably. They all receive information on the Company's performance through distribution of FY results announcement, press releases, annual reports and accounts and half yearly results announcement. They all receive Notice to the AGM's and accorded opportunity to attend either in person or via proxy. Dividends are paid out to both minority and foreign shareholders at the same time per the Dividend Policy.</p> <p>The Board Diversity Policy (available on the Company's website) and Nominations & Governance Committee ToRs (available on the Company's website) provide opportunities for minority and foreign shareholders to nominate board members. The Company also respects legal provisions in the Companies Act 2015 permitting minority and foreign shareholders to make such nominations. Minority shareholders also have opportunity to raise concerns/issues to the Board through the Corporate Affairs and Investor Relations team.</p>	<p>Shareholders rights are provided in the Company's Articles of Association and the Board Charter pg 16.</p> <p>The Board Diversity Policy, Dividend Policy and Investor Relations Policy are available on the Company's website www.batkenya.com</p>
or E	C.5	Is there evidence that the Board proactively provides information to shareholders and the media, (and in a timely basis) on corporate affairs and corporate governance?	3.1.1, 3.4.1	FA	FA	<p>Yes - Investor and Analysts briefings are conducted a day after declaration of full year results in February and half year results in July each year. In 2024, stakeholders were given a chance to send their questions to the Directors in advance which were responded to accordingly. Shareholders get alerts on the AGM including the resolutions passed and voting results.</p> <p>Other public announcements are availed on the Company's website and via publication in the local dailies for the material announcements.</p>	<p>Virtual Investor briefing on 15 February 2024 and 26 July 2024. Questions responded to at the AGM and resolutions passed.</p> <p>See www.batkenya.com for public announcements & AGM documentation.</p>
D		STAKEHOLDER RELATIONS					
or E	D.1	Does the Board have a stakeholder-inclusive approach in its practice of corporate governance and which identifies its various stakeholders?	4.1.1	FA	FA	<p>Yes - The Company has identified the Board and Company's key stakeholders and mapped out areas of interaction with such stakeholders. Engagements and interactions are conducted in line with the principles and guidelines set out in the Standards of Business Conduct (SOBC) and Principles of Engagement. This exercise was undertaken and is updated by the Legal and Corporate & Regulatory Affairs teams.</p>	<p>Standards of Business Conduct & Principles of Engagement are available on the Company website on www.batkenya.com.</p> <p>Engagement stakeholders are discussed in the 2024 Combined Annual and Sustainability Report pg. 37.</p>
or E	D.2	Has the Board developed policies, procedures and strategies to manage relations with different/key stakeholder groups?	4.1.2, 4.1.3, 4.1.5, 4.2.1	FA	FA	<p>Yes - In addition to identifying key stakeholders, strategies and suitable policies are employed to manage relations with different stakeholders. Engagement is constructive, deliberate and planned. Typical issues of concern to the Board and which required strategic engagement in 2024 were Excise, Illicit trade, tobacco control regulations and issues affecting tobacco farmers. Engagements and interactions are conducted in line with the principles and guidelines set out in the Standards of Business Conduct (SOBC) and Principles of Engagement.</p> <p>Various engagements with stakeholders conducted during 2024 are disclosed in the Strategic Report section of the 2024 Combined Annual and Sustainability Report.</p> <p>The Board also approved the Investor Relations Policy in 2019. The company also has in place a Media Engagement Protocol as well as a strategy on Corporate Social Investment.</p>	<p>Strategic Report section of 2024 Combined Annual and Sustainability Report pg. 26 -79.</p> <p>Investor Relations Policy, Media Engagement Protocol & Corporate Social Investment Strategy on www.batkenya.com</p>
or E	D.3	How does the Board take into account the interests of key stakeholder groups prior to making decisions?	4.1.4	FA	FA	<p>In exercising its fiduciary duty, the Board strives to achieve an appropriate balance between the interests of its various stakeholders in order to achieve the long-term objectives of the Company.</p> <p>The 2024 Combined Annual and Sustainability Report outlines the considerations and engagements had with various stakeholders in the company's decisions and operations. These stakeholders include farmers, customers, consumers, employees, communities, shareholders and government.</p>	<p>Strategic Report section of 2024 Combined Annual and Sustainability Report pg. 26-79.</p>

	D.4	How does the Board ensure effective communications with stakeholders?	4.2, 4.2.1	FA	FA	<p>Relevant information is proactively relayed to stakeholders having regard to the best interests of the Company in determining what information is shared. Investor and Media briefings are conducted in a timely manner.</p> <p>The Annual Report, media and Company website provide avenues for dissemination of information about the Company in addition to financial performance. As per 4.2.1 a whistle blowing policy (referred to as Speak Up) is in place. The Company has also displayed its telephone contacts, email and physical addresses on its website and disclosed the name and contacts of the dedicated communications person.</p> <p>The Investor Relations Policy approved by the Board also provides for effective communication guide with stakeholders. The Company makes requisite public announcements as required by the CMA Code and also shares information via meetings, emails and the Company website. Stakeholders are free to reach out to the Company's Management at any time.</p>	2024 Combined Annual and Sustainability Report pg. 26-79; Investor Relations Policy and information about communicating with the company is available at the website www.batkenya.com .
	D.5	Has the Board established a formal dispute resolution process to address internal and external disputes?	4.3.1	FA	FA	<p>Yes - The Board approved a Dispute Resolution Policy in 2020, which is updated regularly, to guide the resolution of disputes. The Policy is available on the Company's website. The Company has established processes and procedures for resolution of both internal and external disputes captured in the Board Charter.</p>	The Dispute Resolution Policy is available on the Company website available at www.batkenya.com . Dispute Resolution Procedure is also captured in the Board Charter available at www.batkenya.com .
	E	ETHICS AND SOCIAL RESPONSIBILITY					
or E	E.1	Does the Board ensure that all deliberations, decisions and actions are founded on the core values (responsibility, accountability, fairness and transparency) underpinning good governance and sustainability?	5.1.1	FA	FA	<p>Yes - Deliberations, decisions and actions are founded on the core values underpinning good governance and sustainability. These are discharged through the Company's guiding principles and in line with the Standards of Business Conduct (SoBC). These principles have entrenched the core values captured in the CMA Code.</p> <p>Additionally, part of the values of the Company is 'Do the Right Thing' which captures the need for ethical conduct and delivery with Integrity initiatives, accountability and responsibility within the organisation.</p>	Strategic Report in 2024 Combined Annual and Sustainability Report pg. 26-79. See Standards of Business Conduct on www.batkenya.com
	E.2	Has the Board developed a Code of Ethics and Conduct (which includes sustainability) and has it worked to ensure its application by all directors, management and employees?	2.6.1, 5.2.2, 5.2.3, 5.2.4	FA	FA	<p>Yes - The Company has its Standards of Business Conduct that all Directors, third parties dealing with the Company and employees of the Company adhere to. Annually all employees, contractors and directors are required to confirm compliance to the Standards of Business Conduct. Additionally, third parties are required to adhere to the Supplier Code of Conduct which emphasizes ethical conduct.</p>	Standards of Business Conduct and Board Charter on www.batkenya.com , www.batsobc.com and Corporate Governance Report section of 2024 Combined Annual and Sustainability Report pg. 99.
or E	E.3	How does the Board ensure that compliance with the Ethics Code and Conduct is integrated into company operations?	5.2.3	FA	FA	<p>The Company runs an annual programme known as 'Sustainable Decision Making (SDM)' which includes compliance on ethical matters under the Company Value 'Do The Right Thing.' As part of this programme an annual SOBC training and sign-off process is undertaken where all Directors and employees are trained on provisions of the SOBC and required to refresh their adherence to the Standards of Business Conduct and advise on conflicts of interest.</p> <p>Training is also provided on topics tied to SDM such as appreciating the internal controls and risk mitigation process, expected levels of ethical conduct, key focus areas, consequence management for SOBC breaches, etc.</p> <p>The Board ensures that the Company's strategies and operations are executed in line with the Standards of Business Conduct (SOBC). All third party contractual arrangements are underpinned by the SOBC and the Supplier Code of Conduct. The Board Audit & Risk Committee receives a regular report on compliance with the SoBC and any remedial actions taken post investigation on potential breaches of the SOBC.</p>	Standards of Business Conduct www.batkenya.com , www.batsobc.com 2024 Combined Annual and Sustainability Report - pg 99.
or E	E.4	Does the Board incorporate ethical and sustainability risks and opportunities in the risk management process?	5.2.1	FA	FA	<p>Yes - See disclosure on risk management within the Corporate Governance Report section of the 2024 Combined Annual and Sustainability Report. The Company maintains risk registers on various identified risks e.g. risk of non-compliance with laws, risk of non-compliance with anti-trust laws, risk of bribery & corruption, etc; and ensures appropriate actions are taken to mitigate or eliminate these risks.</p>	Corporate Governance Report section of 2024 Combined Annual and Sustainability Report pg. 99. Board Charter pg 14, website

or E	E.5	How is the company performance on ethics assessed, monitored and disclosed to internal and external stakeholders?	5.2.4, 5.2.5	FA	FA	<p>Ethics are assessed on an ongoing basis by the Legal & Compliance function, which ensures that actions of the Company and its employees are always in line with the company's Statement of Business Principles, Standards of Business Conduct (SOBC), Supplier Code of Conduct, Employment Principles, Health and Safety Policy, Responsible Marketing Principles and Principles of Engagement (the policy defines how BAT engages its stakeholders).</p> <p>These principles, policies and standards are disclosed to employees on the local intranet site, and to external stakeholders in engagements and contracts and on the company's website.</p> <p>The Legal function monitors compliance with the above principles, policies and standards and advises the Board, employees and the Leadership Team on the above, as the need arises. The Audit & Risk Committee receives a report regularly on breaches of the SOBC with recommendations on closing any identified gaps.</p> <p>The Board, with advice from the Audit & Risk Committee, has completed its annual review of the effectiveness of the system of risk management and internal control for the period since 1 January 2024. No significant failings or weaknesses were identified, and the Board is satisfied that, where specific areas for improvement have been identified, processes are in place to ensure that the necessary remedial action is taken and that progress is monitored.</p> <p>The 7 cases on ethical conduct investigated in 2024 were also reported to the Board and to stakeholders in the 2024 Combined Annual and Sustainability Report.</p>	2024 Combined Annual and Sustainability Report pg. 99 covers performance in risk management and highlights that no significant failings/weaknesses were noted from the risks tracked. Pg 41 highlights the 7 SOBC breaches reported and investigated in 2024.
or E	E.6	Has the company established and implemented a whistleblowing policy?	5.2.5	FA	FA	<p>Yes - The Company has a Whistleblowing Policy (referred to as "Speak Up") and a Speak Up Portal within the Standards of Business Conduct which enables staff, third parties, etc. in confidence, to raise concerns about possible improprieties in financial and other matters, and to do so without fear of reprisal.</p> <p>The BAT Group has in place a Global Speak Up platform where all whistle blowing matters can be reported by any internal or external individual. Any reports are treated seriously, investigated and findings shared with the Board for remediation.</p>	Standards of Business Conduct www.batkenya.com , 2024 Combined Annual and Sustainability Report Corporate Governance Section pg. 100. Speak Up reporting portal on www.batkenya.com , www.batsobc.com
or E	E.7	Has the Board/or management developed policies on corporate citizenship and sustainability and strategies for company use?	5.3.1, 5.4	FA	FA	<p>Yes - See disclosures in 2024 Combined Annual and Sustainability Report. Also see SoBC, Whistleblowing Policy, Supplier Code of Conduct, Statement of business principles, Principles of Engagement (covering all stakeholders), International Marketing Principles, BAT Kenya Quality Policy Statement, Human and Safety Policy Statement.</p>	2024 Combined Annual and Sustainability Report pg. 99-102. Policies on www.batkenya.com , www.batsobc.com
	E.8	Does the Board consider not only the financial performance but also the impact of the company's operations on society and the environment?	5.3.2, 5.3.3	FA	FA	<p>The Company's sustainability strategy considers the impact to investors, talent, suppliers, society and consumers in seeking to have a net positive impact from company operations on the journey to building A Better Tomorrow TM. The Sustainability part of the combined 2024 Report demonstrates aspects in which the Company is working to reduce the impact of the business on the environment and society. Examples of this may be seen in the Company's recycling activities, waste management, water management, energy management and afforestation activities.</p>	sustainability Strategy pg 30, Business Review report on the Annual & Sustainability Report on pg. 31, 36-37, 40-41, 43-71. Company website on www.batkenya.com
or E	E.9	Does the Board monitor and report activities leading to good corporate citizenship and sustainability to demonstrate they are well coordinated?	5.4.1	FA	FA	<p>Yes - the Board through the Nominations & Governance Committee receives regular reports on performance in sustainability under the ESG metrics. It monitors and reports activities leading to good corporate citizenship and sustainability. See disclosures in 2024 Combined Annual and Sustainability Report.</p>	2024 Combined Annual and Sustainability Report, Strategic Report pg. 34-79.
	F	ACCOUNTABILITY, RISK MANAGEMENT AND INTERNAL CONTROL					
	F.1	Does the Audit Committee and the Board consider and review the financial statements for integrity of the process and for truthful and factual presentation?	6.1, 6.1.1a	FA	FA	<p>Yes - The Board has constituted an effective Audit & Risk Committee which independently reviews, verifies and safeguards the integrity of financial statements and makes recommendations to the Board. This is captured in the Committee's mandate.</p>	Corporate Governance section of 2024 Combined Annual and Sustainability Reports pg. 98-99. Board Charter pg 9 & Committee ToRs on www.batkenya.com
	F.2	Does the Annual Report contain a statement from the Board explaining its responsibility for preparing the accounts and is there a statement by the external auditor about his/her reporting responsibilities?	6.1.2	FA	FA	<p>Yes - the 2024 Combined Annual and Sustainability Report contains a statement of the directors responsibilities for preparing the accounts. There is also a statement by the external auditor about their reporting responsibilities and audit opinion.</p>	Statement of Directors' Responsibilities section of 2024 Combined Annual and Sustainability Report pg. 113. Statement of Independent External Auditor pg. 114-116.

or E	F.3	Does the Board or Audit Committee have a process in place to ensure the independence and competence of the Company's external auditors?	6.1.1b	FA	FA	Yes - the Audit & Risk Committee has a process in place to ensure the independence and competence of the Company's external auditors. The BAT group has a policy on auditor independence which sets out activities which cannot be undertaken by the Company's external auditor to ensure independence. This policy is attached to the Audit & Risk Committee Terms of Reference. Additionally, the Committee comprising of Non-Executive Directors will meet the external auditor in the absence of Management to discuss any matters arising from the audit. This is usually done 2 times annually, in February after the FY audit and in July on publication of the HY results. <i>The auditors also confirm their independence to the Committee in their reports.</i>	Corporate Governance section of 2024 Combined Annual and Sustainability Report pg. 99; Auditor Independence Policy and statement pg 114-116; Policy attached to Audit & Risk Committee terms of reference in Board Charter and can be viewed on www.batkenya.com
	F.4	Do the shareholders formally appoint the external auditor at the AGM through a formal and transparent process?	6.1.3	FA	FA	Yes - Notice of appointment or re-appointment of External Auditors is a standard AGM agenda. Appointment or re-appointment is put to the Shareholders to vote and results published thereafter.	2023 and 2024 AGM notices and agendas are available for viewing on the Company website on www.batkenya.com .
or E	F.5	Is the Company working towards the introduction of integrated reporting (incorporating financial and non-financial information) or is the company's Annual Report prepared on an integrated basis using a framework available from the Integrated Reporting Council, The Global Reporting Initiative, G4 Sustainability Guidelines and/or Sustainability Accounting Standards Board standards	6.1.5	FA	FA	Yes - The Company adopted integrated reporting in line with global best standards and strives towards improving the same year on year. In 2024, the Company has prepared its first combined Annual and Sustainability Report which adheres to the International Financial Reporting Standards and other Global reporting and sustianbility standards and good practises.	2024 Combined Annual and Sustainability Report which evidences integrated reporting.
or E	F.6	Has the Board established an effective risk management framework which is inclusive of key risks as well as foreseeable risks, environmental and social risks and issues ?	6.2.1	FA	FA	Yes - The Company has an effective risk management framework in place. The Company has an extensive risk management and internal control process which comprises of the 3 lines of defence model to give assurance on the management of company risks. The 1st line of defence is under senior management on identifying, assessing, and managing the risk. The 2nd line of defence covers monitoring through internal controls and periodic testing while the 3rd line of defence is the Board which reviews the risks assessed and confirms that the risk management and internal controls framework is adequate. To strengthen the process, external audit and the Regulator provide additional assurance through regular audits and review of company disclosures. The above activities are all done on a day-to-day basis. The Audit & Risk Committee reviews the risk footprint, heatmaps and mitigation plans at every meeting and reports to the board.	2024 Combined Annual and Sustainability Report pg. 98-99. Board Charter pg 14 available on the Company Website at on www.batkenya.com
	F.7	Has the Board established and reviewed on a regular basis the adequacy, integrity and management of internal control systems and information systems (including for compliance with all applicable laws, regulations, rules and guidelines)?	6.3.1, 6.3.2, 6.3.3	FA	FA	Yes - review of the adequacy of the internal controls of the Company is part of the mandate of the Audit & Risk Committee. The Audit & Risk Committee meets 3 times a year and reports findings from its meeting to the Board. The Company also has a well resourced Internal Audit Function and a Compliance team whose representatives are permanent invitees to teh Audit & risk Committee. They provide regular reports to the Committee on their compliance and ausit plans and outcomes of any assurance activities. The Board also approves and monitors these audit and compliance Plans annually. See also disclosures in External Auditors Report in 2024 Combined Annual and Sustainability Report.	2024 Combined Annual and Sustainability Report Corporate Governance Section pg. 98-99, pg 114-116.
	F.8	Does the Board annually conduct a review on the effectiveness of the company's risk management practices and internal control systems and report this to shareholders?	6.4.1	FA	FA	Yes - The reports on the company's risk management practices and internal controls systems are discussed by the Audit & Risk Committee and reported to the Board. They are disclosed to shareholders in the Annual Reports.	2024 Combined Annual and Sustainability Report Corporate Governance Section pg. 98-99.
	F.9	Has the Board established an effective internal audit function according to Code requirements and which reports directly to the Audit Committee?	6.5.2	FA	FA	Yes - The Company has a well resourced Internal Audit Function which reports directly to the Board Audit & Risk Committee. Internal Audit is also free to meet with the Chair of the Audit & Risk Committee and discuss matters of interest. In 2024, the Board reviewed the performance of the Internal Audit Function and determined that the same was performing effectively and as desired.	2024 Combined Annual and Sustainability Report Corporate Governance Section pg. 98-99.
or E	F.10	Does the Board disclose details of Audit Committee activities ?	6.5.2	FA	FA	Yes - The Board discloses the activities of the Audit & Risk Committee in the Corporate Governance Section of the Annual Report. The Committee's activities in 2024 are set out briefly in the said report.	2024 Combined Annual and Sustainability Report Corporate Governance Section pg. 98-99.
	G	TRANSPARENCY AND DISCLOSURE					
	G.1	Does the company have policies and processes to ensure timely and balanced disclosure of all material information as required by all laws, regulations and standards and this Code.	7.0 Overview, 7.1.1	FA	FA	Yes - Key areas requiring disclosure as listed in 7.1.1 are disclosed in the 2024 Combined Annual and Sustainability Report and / or on the Company's website www.batkenya.com .	2024 Combined Annual and Sustainability Report and 2024 Combined Annual and Sustainability Report pg. 101-102, Board Charter pg 16

or E	G.2	Does the Annual Report cover, as a minimum, disclosures as prescribed in 7.1.1 relating to the company's governance, the Board and the Audit Committee?	7.1.1	FA	FA	Yes - Key areas requiring disclosure as listed in 7.1.1 have been disclosed in the 2024 Combined Annual and Sustainability Report and / or on the Company's website www.batkenya.com .	Corporate Governance Report section of 2024 Combined Annual and Sustainability Report pg. 90-99 and website - www.batkenya.com
or E	G.3	Does the Annual Report cover, as a minimum, disclosures as prescribed in 7.1.1 relating to the company's mission, vision and strategic objectives?	7.1.1	FA	FA	Yes - The Company's Vision, Mission and strategic framework disclosed in the Strategic Report section of the 2024 Combined Annual and Sustainability Report and also on the website on www.batkenya.com . Purpose - A Better Tomorrow TM; Vision - Building a Smokeless World and Mission - Switch to Better	2024 Combined Annual and Sustainability Report, Strategic Report pg. 26-31. website: www.batkenya.com
or E	G.4	Does the Annual Report cover, as a minimum, disclosures as prescribed in 7.1.1 relating to remuneration and whistleblowing?	7.1.1	FA	FA	Yes - The Company has disclosed remuneration through the Directors Remuneration Report and the notes in the Financial Statements within the 2024 Combined Annual and Sustainability Report. The existence of a whistleblowing policy and reporting on reported cases is also disclosed in the Annual Report and within the Standards of Business Conduct and referenced earlier in this document.	Whistleblowing disclosure - pg 41, 100, 2024 Combined Annual and Sustainability Report. 2024 Combined Annual and Sustainability Report (Directors Remuneration) pg 109-112.
or E	G.5	As a minimum, does the company website disclose current information on all areas prescribed in 7.1.1 (Board Charter, Whistleblowing Policy, Code of Ethics and information on resignation of directors)?	7.1.1	FA	FA	Yes - The areas for disclosure have been disclosed on the Company website. Populating the website with information is an ongoing process and the website is continuously updated as information changes.	Website - www.batkenya.com under Policies, Principles & Standards www.batsobc.com for the whistleblowing policy and Standards of Business Conduct
or E	G.6	Does the Board disclose the management discussion and analysis as required in 7.1.1?	7.1.1	FA	FA	Yes - Disclosures are made as appropriate and in the interests of the Company and its shareholders. The disclosures can be found in the Company's website, Annual Report and published in dailies as appropriate.	2024 Combined Annual and Sustainability Report and on www.batkenya.com
or E	G.7	Has the Board provided disclosures as required in 7.1.1 on compliance with laws, regulations and standards; ethical leadership, conflict of interest, corporate social responsibility and citizenship?	7.1.1	FA	FA	Yes - Disclosures captured in the 2024 Combined Annual and Sustainability Report with appropriately headed sections. These are also captured in the Board Charter.	2024 Combined Annual and Sustainability Report Corporate Governance Section pg. 75-76, 99. Board Charter pg 14-17, website
or E	G.8	Has the Board made all required disclosures, including confirming requirements of 7.1.1 which include that a governance audit was carried out and that there are no known insider dealings?	7.1.1	FA	FA	Yes - All disclosures have been made by the Company to the best of its ability. Previous Governance Audit conducted in 2024 by Azali LLP did not report any adverse findings neither was any insider dealing noted in 2024.	2024 Combined Annual and Sustainability Report Corporate Governance Section pg. 94.
or E	G.9	Has the Board disclosed the company's risk management policy, company procurement policy, policy on information technology as per 7.1.1?	7.1.1	FA	FA	Yes - The Company's Risk Management Policy, Procurement Policy and Information Technology Policy disclosed in the Corporate Governance section of the 2024 Combined Annual and Sustainability Report.	2024 Combined Annual and Sustainability Report Corporate Governance Section pg. 100-102. Board Charter pg 14-17 on www.batkenya.com
	G.10	Has the Board disclosed information on shareholders, including the key shareholders, including shareholding by directors and senior management and the extent of their shareholdings as required in 7.1.1 and on stakeholder who influence company performance and sustainability?	7.1.1	FA	FA	Yes - Disclosures have been made in the 2024 Combined Annual and Sustainability Report of the top 10 principle shareholders. Shareholding by directors is disclosed in the Directors Remuneration Report. Only 2 directors had shareholding in 2024.	Directors Remuneration Report pg 112, Principle Shareholders and Share Distribution section of 2024 Combined Annual and Sustainability Report pg. 171
	G.11	Has the Board disclosed all related-party transactions?	7.1.1t	FA	FA	Yes - Related party transactions are disclosed in the 2024 Combined Annual and Sustainability Report, under the financial statements.	Financial Statements section of 2024 Combined Annual and Sustainability Report pg. 169, Note 32 of the Financial Statements.
	G.12	Does the Board include in its Annual Report a statement of policy on good governance and the status of the application of this Code?	1.1.3, 7.1.1r	FA	FA	Yes - Board includes in its Annual Report a statement of policy on good governance and the status of the application of this Code under the Corporate Governance Report.	2024 Combined Annual and Sustainability Report Corporate Governance Section pg. 90.

Note 1 The Reporting Template shall be used by companies to report on their application of the provisions of the Code of Corporate Governance Practices for Issuers of Securities to the Public 2015 (the Code). The completion of the Reporting Template and its filing with the Capital Markets Authority (CMA) will fulfill the reporting requirements of the Code at 1.1.3 paragraph 2. All elements marked in green are mandatory and MUST be complied with. Failure to fully apply will result in regulatory sanctions. When completing column 'F' for MANDATORY ITEMS, 'FA' will mean 'Fully Complied With', 'PA' will mean 'Partially Complied With' and 'NA' will mean 'Not Complied With'.

Note 2 Column 'F' should be marked as follows: 'FA' - Full Application, PA - Partially Applied or 'NA' - Not Applied. Full application of this Code is required by the Code. Therefore anything less than 'full application' is considered 'non compliance or non-application' of the Code. A response of PA or NA is non-compliance and requires an explanation to be provided with a firm commitment to moving towards full compliance. See also Note 4.

- Note 3 An explanation of how the Code provision is applied is required in column 'G' and shall be supported by evidence of how application has been achieved. If the provision is NOT applied, an explanation for why it is not applied or only partially applied is required in column 'G'. For each question, column 'G ' must be completed.
- Note 4 If an explanation is required because of non-application of any element of the Code, the explanation must be satisfactory, must be provided to relevant stakeholders including the Capital Markets Authority and shall include:
- a: reasons for non-application
 - b: time frame required to meet each application requirement
 - c: the strategies to be put in place to progress to full application.

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