



## BRITISH AMERICAN TOBACCO KENYA PLC

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### RESOLUTIONS PASSED AT THE 72<sup>ND</sup> ANNUAL GENERAL MEETING OF THE COMPANY HELD VIRTUALLY ON WEDNESDAY, 26<sup>TH</sup> JUNE 2024 AT 9:00 A.M.

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#### ORDINARY BUSINESS

##### 1. AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> DECEMBER 2023

It was proposed by Joseph Mutisya Kilonzo and seconded by Dina Margaret Kokwaro and **resolved by unanimous vote**, that the audited Financial Statements for the year ended 31<sup>st</sup> December 2023 together with reports of the Chairperson, Directors and Auditor thereon be and are hereby approved and adopted.

##### 2. DIVIDEND FOR THE YEAR ENDED 31<sup>ST</sup> DECEMBER 2023

It was proposed by Stephen Mwaniki and seconded by Joseph Mute Gitumah and **resolved by unanimous vote**, that the interim dividend of KSh 5/- per ordinary share paid on 29<sup>th</sup> September 2023 be and is hereby confirmed and that the final dividend of KSh 45/- per ordinary share payable net of Withholding Tax on 26<sup>th</sup> June 2024 to shareholders on the Register of Members as at the close of business on 24<sup>th</sup> May 2024, be and is hereby approved.

##### 3. RE-ELECTION OF DIRECTORS

- a) It was **noted that** Peter Mwangi who had served on the Board for 9 years retires by rotation in accordance with Article 102 of the Company's Articles of Association and does not offer himself for reelection. He thus ceases to be a director of the Company effective 27<sup>th</sup> June 2024.
- b) It was proposed by Dina Margaret Kokwaro and seconded by Stephen Ngigi Mbugua and **resolved by majority vote**, that Paul Muthaura, be and is hereby re-elected as a Director of the Company.
- c) It was proposed by Joseph Mute Gitumah and seconded by Danson Mithiru Mbirithi and **resolved by majority vote**, that Phyllis Wakiaga be and is hereby re-elected as a Director of the Company.
- d) It was proposed by Margaret Nguku Nzau and seconded by Geoffrey Bethuel Maoga and **resolved by majority vote**, that Samuel Onyango be and is hereby re-elected as a Director of the Company.
- e) It was proposed by Beth Wangui Nduguti and seconded by Beatrice Wanjiru Maina and **resolved by majority vote**, that Andre' Joubert be and is hereby re-elected as a Director of the Company.

##### 4. RE-ELECTION OF MEMBERS OF THE BOARD AUDIT AND RISK COMMITTEE

It was proposed by Stephen Irungu Kimani and seconded by Samson Musili Timothy and **resolved by a majority vote**, that Dr. Martin Oduor-Otieno, Samuel Onyango, Marion Gathoga-Mwangi and Paul Muthaura be and are hereby elected to continue to serve as Members of the Board Audit & Risk Committee.

**5. DIRECTORS' REMUNERATION AND DIRECTORS' REMUNERATION REPORT FOR THE YEAR ENDED 31 DECEMBER 2023**


It was proposed by Stephen Ngigi Mbugua and seconded by Angela Kyungu Mutheu and **resolved by majority vote**, to approve the Directors' Remuneration and Directors' Remuneration report for the year ended 31 December 2023.

**6. RE-APPOINTMENT OF AUDITORS**

It was proposed by Margaret Nyawira Kithinji, seconded by Joseph Amwoma Otukey and **resolved by a majority vote**, to re-appoint KPMG Kenya as External Auditors of the Company. **It was further resolved by a majority vote**, that the Directors be and are hereby authorised to fix the Auditors' remuneration for the year ending 31 December 2024.

The above is a true record of the resolutions passed at the 2024 Annual General Meeting of British American Tobacco Kenya plc. The results of the vote of each resolution are attached for reference.

**By Order of the Board**



**Waeni Ngea (Ms.)**  
**Company Secretary**

**ESTHER WAENI NGEA**  
CERTIFIED PUBLIC SECRETARY  
REG. NO. 2151  
P. O. BOX 14122 - 00100,  
NAIROBI

Date: **26<sup>th</sup> June 2024**