

# Notice of the 2024 Annual General Meeting



**NOTICE IS HEREBY GIVEN** that the 72<sup>nd</sup> Annual General Meeting (AGM) of the Company will be held via electronic communication on **Wednesday, 26 June 2024 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

- To receive, consider and if approved, adopt the Company's audited Financial Statements for the year ended 31 December 2023, together with the reports of the Chairperson, Directors and Auditor thereon.
- To confirm the interim dividend of KShs 5/- per ordinary share paid on 22 September 2023 and approve a final dividend for the year ended 31 December 2023, of KShs 45/- per ordinary share, to be paid net of Withholding Tax on 26 June 2024 to shareholders on the Register at the close of business on 24 May 2024.
- Directors re-election**
  - To note that Peter Mwangi retires by rotation in accordance with Article 102 of the Articles of Association and does not offer himself for re-election as a Director.
  - Paul Muthaura and Phyllis Wakiaga retire in accordance with Article 101 of the Articles of Association, having been appointed by the Board after the last AGM, and being eligible, offer themselves for re-election as Directors.
  - Samuel Onyango and Andre Joubert retire by rotation in accordance with Article 102 of the Articles of Association and being eligible, offer themselves for re-election as Directors.
- In accordance with the provisions of Section 769 of the Companies Act 2015, Dr. 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.
- To approve the remuneration of Directors and the Directors Remuneration Report for the year ended 31 December 2023.
- To 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 December 2024.
- To consider any other business of which due notice has been given.

## By Order of the Board

**Waeni Ngea**  
Company Secretary

27 May 2024

## NOTES

- British American Tobacco Kenya plc (BAT Kenya) has convened and is conducting this virtual Annual General Meeting in line with Article 62 (b) of the Articles of Association.
- 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 require to have the ID/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. and 5:00 p.m., Monday to Friday.
- Registration for the AGM opens on 28 May 2024 and will close on 24 June 2024 at 9:00 a.m. Shareholders will not be able to register after this time.
- 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) 2023 AGM Minutes and (iii) the Company's audited Financial Statements for the year ended 31 December 2023.
- 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.
- A proxy form is provided with the Annual Report. The proxy form can also 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.  
  
Shareholders who do not propose to attend the AGM are requested to complete and return the proxy form to Image Registrars Limited on the address above 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 24 June 2024.
- A proxy form must be signed by the appointer, or his attorney 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 authorised attorney of such body corporate.
- All questions and/or clarifications must reach the Company on or before 24 June 2024 at 5:00 p.m. Shareholders wishing to raise questions may do so by:
  - Sending their written questions by email to [batshares@image.co.ke](mailto:batshares@image.co.ke);
  - Physically delivering or posting their written questions indicating 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, ID/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 12 hours before the start of the AGM.
- 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 live stream. In registering to attend the AGM, a shareholder opts in to receive these messages.
- 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.
- A poll shall be conducted for all the resolutions put forward in the Notice.
- 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.
- The preferred method of paying dividends which are below Kshs 140,000/- is through M-Pesa. Shareholders who wish to receive their dividend through M-Pesa and 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 **(+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).
- Shareholders are encouraged to continuously monitor the Company's website [www.batkenya.com](http://www.batkenya.com) for updates relating to the AGM.