

Notice of the 2022 Annual General Meeting



NOTICE IS HEREBY GIVEN that the 22nd Annual General Meeting (**AGM**) of British American Tobacco Uganda Limited (BAT Uganda) will be held via electronic communication on **Wednesday, 15 June 2022 at 10:00am**, for the purpose of considering, and if thought fit, passing the resolutions set out below. Shareholders have a chance to ask questions in advance of the meeting in the manner set out below.

Ordinary Business

1. To receive, consider, and if approved, adopt the Company's Audited Financial Statements for the year ended 31 December 2021, together with the reports of the Chairman, Directors and External Auditor thereon.
2. To declare a Final Dividend if approved, of **Ushs 209** per ordinary share, for the year ended 31 December 2021 to be paid net of Withholding Tax on 11 July 2022, to shareholders whose names appear on the Company's share register at the close of business on 20 June 2022.
3. To elect Directors in place of those retiring in accordance with the provisions of the Company's Articles of Association:
 - a) **Hon. Elly Karuhanga** (75) and **Fred Tumwesigye** (76) who were appointed to the Board in July 2013 and April 2001 respectively, retire by reason of age in accordance with Article 98(d) and Article 99 of the amended Articles of Association of the Company, and are eligible for re-election; and
 - b) **Candy Wekesa-Okoboi** retires by rotation in accordance with Articles 96 and 99 of the amended Articles of Association of the Company and being eligible, offers herself for re-election.
 - c) **Mathu Kiunjuri** having been appointed by the Board of Directors after the last Annual General Meeting of the Company, to fill up a casual vacancy on the Board in accordance with Article 102 of the Company's Articles of Association, and being eligible, offers himself for re-election.
 - d) **Henry Rugamba** having been appointed by the Board of Directors after the last Annual General Meeting of the Company, to fill up a casual vacancy on the Board in accordance with Article 102 of the Company's Articles of Association, and being eligible, offers himself for re-election.
4. To re-appoint KPMG Uganda as External Auditor of the Company and to authorise the Directors to fix their remuneration for the year ending 31 December 2022.

Any Other Business

5. To conduct any other business that may be conducted at the AGM, of which due notice has been given.

By Order of the Board,

Nicholas Ecima
S & L Advocates
Company Secretary
25 May 2022

NOTES:

1. The Company will conduct the AGM by electronic means in accordance with Article 51(b) of the Articles of Association.
2. Shareholders wishing to participate in the AGM should register by doing the following:
 - a) Dialing ***284*34#** for all networks and follow the various prompts regarding the registration process; or
 - b) Sending a request via email to be registered to **BATUagm@image.co.ke**; or
 - c) Shareholders with email addresses will receive a registration link via email which can be used to register.

3. To complete the registration process, shareholders will need to provide their National ID/Passport Numbers which were used to purchase their shares and/or their SCD Account Number/Share Certificate Number. For assistance during registration, shareholders should dial the following helpline number: **+256 417 701 000** between 9:00 a.m. and 4:00 p.m. from Monday to Friday or send an email to shareholders@deloitte.co.ug.
4. Registration for the AGM opens on **Thursday, 26 May 2022 at 9:00 a.m.** and will close on **Monday, 13 June 2022 at 5.00 p.m.** Shareholders will not be able to register after this time.
5. The following documents may be viewed on the website of the Uganda Securities Exchange (USE), www.use.or.ug: **(a)** a copy of this Notice and the proxy form; **(b)** the Company's Annual Report and Audited Financial Statements for the year ended 31 December 2021.
The reports may also be accessed upon request by dialing the USSD code above and selecting the Reports option. The reports and agenda can also be accessed on the livestream link.
6. Any shareholder who is entitled to attend and vote at the AGM is eligible to appoint a proxy to attend and vote. Such proxy need not be a member of the Company.
7. A proxy form is provided with the Annual Report. The proxy form can also be obtained by contacting the Company's Share Registrar, Deloitte (Uganda) Limited (Deloitte), via email to shareholders@deloitte.co.ug. **All completed proxy forms should be returned to Deloitte by email or physically delivered to Rwenzori House, 3rd Floor, Lumumba Avenue, Kampala, or by delivery to the Company's head office no later than 2:30 p.m. on 13 June 2022.**
8. Shareholders wishing to raise any questions or needing clarification regarding the AGM may do so on or before **13 June 2022 at 2:30 p.m.**, by sending their written questions which should include their full details, via email to shareholders@deloitte.co.ug or to the Company's head office. Written responses to the questions will be provided no later than 12 hours before the start of the AGM. A full list of all questions and answers will be published on the USE's website not later than 12 hours before the start of the AGM.
9. The AGM will be streamed live via a link which shall be provided to shareholders who will have registered to participate in the AGM. Duly registered shareholders and proxies will receive a prompt via a short message service (SMS/USSD) or email on their registered mobile number and email address respectively, 24 hours prior to the AGM acting as a reminder of the AGM. A second SMS/USSD prompt shall be sent one hour ahead of the AGM and providing a link to the live stream.
10. Results of the resolutions voted on will be published on the USE's website within 24 hours following conclusion of the AGM.
11. Shareholders are advised to update their bank details and contact information (postal, email address and or mobile phone number) with the Share Registrar, Deloitte (Uganda) Limited, for ease of payment of dividends. Shareholders with immobilised shares held through the Securities Central Depository (SCD) are advised to complete SCD Form 1 from their brokers, in case of changes in their postal addresses and bank details.
12. In line with USE directives, shareholders with shares certificates are encouraged to visit a securities broker of their choice to immobilise their shares. Please visit the USE website for a list of authorised Security Central Depository Agents.
13. Shareholders who have not received their dividends in the past years should contact Deloitte (Uganda) Limited in writing and provide valid identification such as a copy of their national identity card, passport or driver's licence.