

# Notice of the 2023 Annual General Meeting



**NOTICE IS HEREBY GIVEN** that the 23<sup>rd</sup> Annual General Meeting of British American Tobacco Uganda Limited (“The Company”) will be held at the **Sheraton Hotel, Rwenzori Ballroom, Kampala, Uganda, on Thursday, 6 July 2023 starting at 10:00 a.m.** to conduct the following business:

## Ordinary Business

1. To receive, consider, and if approved, adopt the Company’s Audited Financial Statements for the year ended 31 December 2022, together with the reports of the Chairperson, 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 2022, to be paid net of Withholding Tax on 1 August 2023 to shareholders whose names appear on the Company’s share register at the close of business on 11 July 2023.
3. Election of Directors:
  - a) To note that **Fred Tumwesigye (77)** retires by reason of age in accordance with Article 98(d) and Article 99 of the Articles of Association, and does not offer himself for re-election as a Director;
  - b) **Hon. Dr. Elly Karuhanga (76)** retires by reason of age in accordance with Article 98(d) and Article 99 of the Articles of Association of the Company, and being eligible, offers himself for re-election; and
  - c) **Philemon Kipkemoi** retires by rotation in accordance with Articles 96 and 99 of the Articles of Association of the Company, and being eligible, offers himself for re-election.
4. To re-appoint KPMG Uganda as External Auditor of the Company and authorise the Directors to fix their remuneration for the year ending 31 December 2023.
5. To consider any other business of which due notice has been given.

## By Order of the Board

**Paul Mbuga**  
**S&L Advocates (DLA Piper Africa, Uganda)**  
**Company Secretary**

**14 June 2023**

## NOTES:

1. A shareholder who is entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote in his/her stead. Such proxy need not be a member of the Company.
2. A proxy form is provided within the 2022 Annual Report. The proxy form can also be obtained from the Company’s office located at 10<sup>th</sup> Floor, Lotis Towers, Plot 16, Mackinnon Road, Nakasero, Kampala or the office of Deloitte (Uganda) Limited located at 3<sup>rd</sup> Floor, Rwenzori House, 1 Lumumba Avenue, Kampala or requested via email address [shareholders@deloitte.co.ug](mailto:shareholders@deloitte.co.ug). Members can also download the proxy form from the Uganda Securities Exchange (USE) website at [www.use.or.ug](http://www.use.or.ug). **All completed proxy forms should be returned to Deloitte by email or delivered to Rwenzori House, 3<sup>rd</sup> Floor, Lumumba Avenue, Kampala, or to the Company’s head office, no later than 2:00 p.m. on Tuesday, 4 July 2023.**
3. Shareholders are requested to carry their personal identification document(s) to the meeting.
4. Electronic copies of the Annual Report will be sent to all shareholders whose email address the Company currently has. Shareholders wishing to receive e-copies of the Report should contact the Company’s Share Registrar via email.
5. A copy of this Notice, the proxy form and the Company’s Annual Report and Audited Financial Statements for the year ended 31 December 2022 are also available on the Uganda Securities Exchange (USE) website [www.use.or.ug](http://www.use.or.ug)
6. For ease of communication with the Company, shareholders are encouraged to provide their email addresses and mobile phone numbers to the Company’s Share Registrar.
7. In line with the Uganda Securities Exchange (USE) directive, shareholders with shares in paper/certificate form are encouraged to visit a securities broker of their choice to immobilise their shares. Please visit the USE website for a list of authorised Securities Central Depository Agents.
8. Shareholders are advised to update their bank and/or mobile money 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 or bank details.
9. Shareholders who have not received their dividends in the past years should contact Deloitte (Uganda) Limited in writing for assistance and provide valid identification such as a copy of their national identity card, passport or driver’s licence.
10. Shareholders with any queries are advised to refer them to the Company’s Shares Registrar via email or at their registered offices.