

# Notice of the 2021 Annual General Meeting



NOTICE IS HEREBY GIVEN that the 21<sup>st</sup> Annual General Meeting (AGM) of British American Tobacco Uganda Limited (BAT Uganda) will be held via electronic communication on **Thursday, 27 May 2021 at 10:00am** to conduct the following business. Shareholders have a chance to ask questions in advance of the meeting in the manner set out below.

## Ordinary Business

- To receive, consider and if approved, adopt the Company's audited Financial Statements for the year ended 31 December 2020, together with the reports of the Chairman, Directors and External Auditor thereon.
- To approve a Final Dividend of **Ushs 406** per ordinary share for the year ended 31 December 2020 to be paid net of Withholding Tax, on 21 June 2021 to shareholders on the Company's share register at the close of business on 31 May 2021.
- To elect Directors in place of those retiring in accordance with the provisions of the Company's Articles of Association:
  - Hon. Elly Karuhanga** (74) and **Fred Tumwesigye** (75) who were appointed to the Board in July 2013 and April 2001 respectively, retire by reason of age in accordance with Article 88(d) and Article 89 of the Articles of Association of the Company, and being eligible offer themselves for re-election; and
  - Kirunda Magoola** who was appointed to the Board in August 2020, retires by reason of having been appointed by the Directors to fill a casual vacancy in accordance with Article 92 of the Company's Articles of Association, and being eligible offers himself for re-election.
  - Philemon Kipkemoi** retires by rotation in accordance with Articles 86 and 89 of the Company's Articles of Association, and being eligible, offers himself for re-election.
- To re-appoint KPMG Certified Public Accountants, to continue in office as External Auditor of the Company, and to authorise the Directors to fix their remuneration for the year ending 31 December 2021.

## Special Business

- To consider and if appropriate, pass the following Special Resolution:  
*"That the existing Memorandum and Articles of Association of the Company be deleted in their entirety and replaced with the new amended Memorandum and Articles of Association attached as Annexure 1 to this notice."*

## Any Other Business

- To consider any other business of which due notice has been given.

## By Order of the Board

Nicholas Ecimu  
S & L Advocates  
(formerly Sebalu & Lule Advocates)  
Company Secretary

3 May 2021

## NOTES:

- Owing to the ongoing Coronavirus 2019 (COVID-19) pandemic and the related public health regulations and directives passed by the Government of Uganda including those restricting public meetings, the Company will conduct the 2021 AGM by electronic means in accordance with Article 51 (b) of the Articles of Association.
- Shareholders wishing to participate in the meeting should register for the AGM by dialing **\*284\*36#** on their mobile telephone and follow the various prompts on the registration process.
- 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, shareholders should dial the following helpline number: **+256 417 701 000** from 9:00 a.m. to 4:00 p.m., Monday to Friday, or send an email to [shareholders@deloitte.co.ug](mailto:shareholders@deloitte.co.ug) for assistance during registration.
- Registration for the AGM opens on **Monday, 3 May 2021 at 9:00 a.m.** and will close on **Tuesday, 25 May 2021 at 5.00 p.m.** Shareholders will not be able to register after this time.
- The following documents may be viewed on the website of the Uganda Securities Exchange, [www.use.or.ug](http://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 2020 and **(c)** a copy of the proposed amended Memorandum and Articles of Association.
- Any shareholder who is entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote. Such proxy need not be a member of the Company.
- A proxy form is provided in the Annual Report. The proxy form can also be obtained by contacting the Company's share registrars: Deloitte (Uganda) Limited (Deloitte) via email: [shareholders@deloitte.co.ug](mailto:shareholders@deloitte.co.ug). **All completed proxy forms should be returned to Deloitte by email or physical delivery to their offices at Rwenzori House, 3<sup>rd</sup> Floor, Lumumba Avenue, Kampala, or by delivery to the Company's head office, no later than 2:30 p.m. on 25 May 2021.**
- Shareholders wishing to raise any questions or clarifications regarding the AGM may do so on or before **25 May 2021 at 2:30 p.m.**, by sending their written questions accompanied by a return address, via email to [shareholders@deloitte.co.ug](mailto:shareholders@deloitte.co.ug) or delivering to the Company's Head Office.  
  
Shareholders must provide their full details i.e. name, ID/Passport Number, SCD Account Number when submitting their questions and or clarifications.  
  
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, [www.use.org](http://www.use.org) 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 attend the AGM. Duly registered shareholders and proxies will receive a short message service (SMS/USDD) prompt on their registered mobile numbers, 24 hours prior to the AGM acting as a reminder of the AGM. A second SMS/USDD prompt shall be sent one hour ahead of the AGM and providing 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 access the AGM agenda and follow the proceedings via the livestream platform. Duly registered shareholders and proxies may vote (when prompted by the Chairman) via the USSD prompts as well as through the VOTE tab on the livestream link.
- A poll shall be conducted for all the resolutions put forward in the notice.
- Results of the resolutions voted on will be published on USE's website, [www.use.org](http://www.use.org) within 24 hours following conclusion of the AGM.