

NOTICE TO SHAREHOLDERS

SIXTIETH ANNUAL GENERAL MEETING



NOTICE IS HEREBY GIVEN that the Sixtieth Annual General Meeting of the shareholders of British American Tobacco Zimbabwe (Holdings) Limited will be held at the Cresta Lodge Harare, Corner of Samora Machel Avenue and Robert Mugabe Road, Msasa, Harare on Thursday, 16th July 2020 at 10:00 am for the following purposes:

Ordinary Business

1. Minutes of the Previous Meeting

To confirm and sign off the minutes of the Fifty- Ninth Annual General Meeting.

2. Financial Statement and Reports

To receive and adopt the audited financial statements for the year ended 31 December 2019, together with the reports of the directors and auditors thereon.

3. Dividend

To approve the declaration of no dividend share for the year ended 31 December 2019.

4. Directorate

4.1 To approve the remuneration of directors for the year ended 31 December 2019.

4.2 To re-elect Professor Hope Sadza who retires by rotation in terms of article 96 of the Company's articles of association.

4.3 To re-elect Mr. Lovemore T Manatsa who retires by rotation in terms of article 96 of the Company's articles of association.

4.4 To confirm the appointment of Mr. Kimesh Naidoo who was coopted to the Board, during the year, in terms of Article 88 of the Company's Articles of Association.

4.5 To confirm the appointment of Mr. Darryn Bassa who was coopted to the Board, during the year, in terms of Article 88 of the Company's Articles of Association.

4.6 To confirm the appointment of Mr. Constantine F. Chikosi who was coopted to the Board, during the year, in terms of Article 88 of the Company's Articles of Association.

The profiles of directors to be re-elected and confirmed are included in the Annual Report under Directorate.

5. Auditors

5.1 To fix the remuneration of the auditors for the past year.

5.2 To reappoint Messrs. KPMG Chartered Accountants Zimbabwe as auditors of the company until the conclusion of the next Annual General Meeting. KPMG has served the Company for the past 5 years.

By Order of the Board

A handwritten signature in black ink, appearing to be "PK", written over a horizontal line.

Pauline Kadembo
Company Secretary
19 June 2020

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Transfer Secretaries:

First Transfer Secretaries
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NOTES:

1. A member of the Company entitled to attend and vote at this meeting is entitled to appoint a proxy to speak and, on a poll, vote in his/her stead.
2. A proxy need not be a member of the Company. Proxy forms should be forwarded to reach the office of the transfer secretaries at least 48 hours before the commencement of the meeting.

COVID 19 MEASURES

Due to the public health measures adopted by Government to combat the spread of the COVID 19 pandemic, requisite steps will be taken to protect the health and safety of shareholders and attendees, including the following:

1. Entry to the venue will be limited to the number permissible by law, and seating will be arranged appropriately.
2. Temperature checks will be done at points of entry.
3. No-one will be permitted entry without a mask.
4. Alcohol based hand sanitisers will be placed in strategic locations to ensure attendees properly sanitise their hands as they arrive and leave the venue.
5. Contact details of attendees will be collected to assist in contact tracing in the unlikely event of infections.

