

Shareholders notice

64th Annual General Meeting

NOTICE IS HEREBY GIVEN that the 64th Annual General Meeting of the Shareholders of British American Tobacco Zimbabwe (Holdings) (BAT) will be held at BAT, 1 Manchester Road, Southerton, Harare on Friday, 26 April 2024 at 10:00am. Shareholders may attend the meeting either in person or virtually, per the instructions at the end of this notice.

Ordinary Business

1. Minutes of the Previous Meeting

To confirm and sign-off the Minutes from the 63rd Annual General Meeting.

2. Financial Statements and Reports

To receive, review and adopt the Audited Financial Statements for the year ended 31 December 2023, together with the Reports of the Directors and Auditors.

3. Directorate

3.1 Directors' Remuneration

To approve the remuneration and emoluments of Directors for the year ended 31 December 2023.

Note: The consolidated directors emoluments are included in the Annual Report.

3.2 Appointment and Re-election of Directors

3.2.1 To re-elect by individual resolution, Mr. L. T Manatsa and Mr. C. F. Chikosi, who retire by rotation in terms of Article 96 of the Company's Articles of Association and, being eligible, have offered themselves for re-election.

3.2.2 To confirm the appointment of Mr. Philemon Kipkemoi, Mr. Ken Gitonga and Ms. Lucy Irungu who were co-opted to the Board, in terms of Article 88 of the Company's Articles of Association.

NB: The profiles of Directors to be re-elected and confirmed are included in the Annual Report under 'Directorate'.

3.2.3 To note the resignation of Ms. Supparayen -Romeo, Mr. Kimesh Naidoo and Mr. Wilson Chitsonga as Directors of Company.

4. Audit Committee

4.1. To receive and review the report of the Audit Committee on its activities and matters of greatest concern.

5. Corporate Governance

5.1. To receive and review the Board's report on Company compliance with its Corporate Governance guidelines and conformity to corporate governance principles as set forth in the National Code.

6. Auditors

6.1 To fix the remuneration of the Auditors for the past year.

6.2 To reappoint 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 9 years.

Any Other Business

To transact any other business competent to be dealt with at an Annual General Meeting.

Appointment of Proxy

In terms of the Companies and Other Business Entities Act (Chapter 24:31), a member who is entitled to attend and vote at a meeting is also entitled to appoint a proxy to attend and vote on a poll and speak in his/her stead. Proxy forms should be forwarded to reach the office of the Company Secretary at least 48 (forty-eight) hours before the commencement of the meeting.

Notes: Details of the Virtual AGM will be emailed by First Transfer Secretaries (Pvt) Ltd to all Shareholders. Shareholders are advised to update their contact details with the following contact:

First Transfer Secretaries (Private) Limited

1 Armagh Avenue, Eastlea, Harare

Telephone: +263 242 782869/72

Email: info@fts-net.co

By Order of the Board



LT Manatsa
Chairman of the Board

4 April 2024

Registered office:

1 Manchester Road
P.O. Box ST 98
Southerton
Harare
Zimbabwe

Transfer Secretaries:

First Transfer Secretaries
1 Armagh Road
Eastlea
P.O. Box 11
Harare, Zimbabwe

Email: zmazhandu@fts-net.com