

# Shareholders notice

## 65<sup>th</sup> Annual General Meeting

**NOTICE IS HEREBY GIVEN that the 65<sup>th</sup> Annual General Meeting of the Shareholders of British American Tobacco Zimbabwe (Holdings) Limited will be a hybrid meeting. For Shareholders attending physically, the meeting will be held at British American Tobacco Zimbabwe (Holdings) Limited, 1 Manchester Road, Southerton, Harare on Monday, 21 July 2025 at 10:00am. Shareholders attending virtually, are advised to follow instructions at the end of this notice.**

### Ordinary Business

#### 1. Minutes of the Previous Meeting

To confirm and sign-off the Minutes from the 64<sup>th</sup> Annual General Meeting held on 26 April 2024.

#### 2. Financial Statements and Reports

To receive, review and adopt the Audited Financial Statements for the year ended 31 December 2024, 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 2024.

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

##### 3.2 Appointment and Re-election of Directors

(a) To re-elect by individual resolution, Mr Edwin I. Manikai and Ms. Rachel Kupara, who retire by rotation in terms of Article 96 of the Company's Articles of Association and, being eligible and willing, have offered themselves for re-election.

(b) To confirm the appointment of Mr. Crispin Achola who was co-opted to the Board as an Alternate Director to Mr. Philemon Kipkemoi, in terms of Article 88 of the Company's Articles of Association

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

#### 4. Audit, Risk and Sustainability Committee

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

#### 5. Corporate Governance

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 Appointment of Auditors

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 10 years and have obtained ZSE approval to serve for an additional year.

##### 6.2 Auditors remuneration

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

#### 7. Dividends

To ratify dividend payment for the financial year ended 31 December 2024 of USD 0.20 per share.

### Special Business

#### 8. Electronic Virtual Platforms

To ratify the convening of this Annual General Meeting and remote voting by shareholders through an electronic virtual platform as permissible under Section 170 (10) of the Companies and Other Business Entities Act, Chapter 24:31.

#### 9. Adoption and substitution of a New Memorandum and Articles of Association for the Company

To resolve as a special resolution, the adoption and substitution of a new Memorandum and Articles of Association for the Company updated to factor amendments to the Companies and Other Business Entities Act (Chapter 24:31) and the new ZSE Listing Requirements (Statutory Instrument 134 of 2019).

#### 10. Share Option Scheme

To consider, and if deemed fit, pass with or without modification, the following resolution as an Ordinary Resolution:

THAT the Directors be and are hereby authorised to wind up the British American Tobacco Zimbabwe Employee Share Ownership Scheme set up from 3 April 2013 in line with the Trust Deed and the rules of the Scheme and the applicable legislation.

#### 11. Any Other Business

To transact any other business fit for purpose to be dealt with at an Annual General Meeting.

#### First Transfer Secretaries (Private) Limited

1 Armagh Avenue, Eastlea, Harare

Telephone: +263 242 782869/72

Email: info@fts-net.com

P O Box 11

Harare,

Zimbabwe

### By Order of the Board



**Takudzwa Mashanda**  
Company Secretary

24 June 2025

#### 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

### Notes

#### 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 Transfer Secretaries.