



BRITISH AMERICAN TOBACCO KENYA PLC

RESOLUTIONS PASSED AT THE 73RD ANNUAL GENERAL MEETING OF THE COMPANY HELD VIRTUALLY ON WEDNESDAY, 25TH JUNE 2025 AT 9:00 A.M.

ORDINARY BUSINESS

1. AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST DECEMBER 2024

It was proposed by **Kokwaro, Dina Margaret** and seconded by **Kioko, Paul Wambua** and **resolved by a majority vote**, that the audited Financial Statements for the year ended 31st December 2024 together with reports of the Chairperson, Directors and Auditor thereon be and are hereby adopted.

2. DIVIDEND FOR THE YEAR ENDED 31ST DECEMBER 2024

It was proposed by **Muruu, Regina Wangui** and seconded by **Kokwaro, Dina Margaret** and **resolved by unanimous vote**, that the interim dividend of KShs 5/- per ordinary share paid on 27th September 2024 be and is hereby confirmed and that a final dividend of KShs 45/- per ordinary share net of Withholding Tax, to be paid on or about 25th June 2025 to Shareholders on the Register at the close of business on 23rd May 2025 be and is hereby approved.

3. ELECTION OF DIRECTORS

- a) It was **noted that** Andre Joubert and his Alternate Sidney Wafula resigned as Directors of the Company effective 31st March 2025.
- b) It was proposed by **Gichana, Reuben Mogaka** and seconded by **Wambua, Albanus Kioko** and **resolved by majority vote**, that Rita Kavashe, be and is hereby re-elected as a Director of the Company.
- c) It was proposed by **Ogore, Roland Jesse** and seconded by **Gitumah, Joseph M. Mute** and **resolved by majority vote**, that Dr. Macharia Irungu be and is hereby re-elected as a Director of the Company.
- d) It was proposed by **Gitumah, Joseph M. Mute** and seconded by **Ogore, Roland Jesse** and **resolved by majority vote**, that Marion Gathoga-Mwangi be and is hereby re-elected as a Director of the Company.

4. RE-ELECTION OF MEMBERS OF THE BOARD AUDIT AND RISK COMMITTEE

It was proposed by **Macharia, Isaac Geoffrey Munuhe** and seconded by **Kithinji, Margaret Nyawira** and **resolved by a majority vote**, that Dr. Martin Oduor-Otieno, Samuel Onyango, Marion Gathoga-Mwangi and Paul Muthaura be and are hereby elected to continue to serve as Members of the Board Audit & Risk Committee.

5. DIRECTORS' REMUNERATION AND DIRECTORS' REMUNERATION REPORT FOR THE YEAR ENDED 31ST DECEMBER 2024

It was proposed by **Wandugo, John Wairi** and seconded by **Ngonga, Daniel Moi** and **resolved by a majority vote**, to approve the Directors' Remuneration and Directors' Remuneration report for the year ended 31st December 2024.

6. RE-APPOINTMENT OF AUDITOR & AUDITOR'S REMUNERATION

It was proposed by **Kamau, Joseph Mburu**, seconded by **Bengo, Wycliffe Mmbwanga** and **resolved by a majority vote**, to re-appoint KPMG Kenya as External Auditor of the Company. **It was further resolved by a majority vote**, that the Directors be and are hereby authorized to fix the Auditors' remuneration for the year ending 31st December 2025.

The above is a true record of the resolutions passed at the 2025 Annual General Meeting of British American Tobacco Kenya plc. The results of the vote of each resolution are attached for reference.

By Order of the Board


Waeni Ngea (Ms.)
Company Secretary

ESTHER WAENI NGEA
CERTIFIED PUBLIC SECRETARY
REG. NO. 2151
P. O. BOX 14122 - 00100,
NAIROBI

Date: **25th June 2025**