

Company Number: 3407696

COMPANY LIMITED BY SHARES

RESOLUTIONS

OF

OF BRITISH AMERICAN TOBACCO p.l.c.

FRIDAY



A10 *AC2D0R37* 28/04/2023 #205
COMPANIES HOUSE

Passed on the 19th day of April 2023

At the ANNUAL GENERAL MEETING of British American Tobacco p.l.c. (the "Company") duly convened and held at Hilton London Bankside, 2-8 Great Suffolk Street, London, SE1 0UG on Wednesday 19 April 2023 the following resolutions were duly passed by the Company:-

ORDINARY RESOLUTIONS

16. That the Directors be generally and unconditionally authorised in accordance with Section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares of the Company up to a nominal value of £186,325,601, which represents not more than one third of the total issued share capital of the Company as at 3 March 2023 (excluding treasury shares). This authority shall expire at the earlier of the conclusion of the Annual General Meeting in 2024 or at the close of business on 19 July 2024 (whichever is earlier) save that the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require shares to be allotted or such rights to be granted after such expiry and the directors shall be entitled to allot shares and grant rights pursuant to any such offer or agreement as if this authority had not expired.

SPECIAL RESOLUTIONS

17. That subject to the passing of Resolution 16 above, the Directors be authorised in accordance with Sections 570 and 573 of the Companies Act 2006 (the "Act") to allot equity securities (within the meaning of Section 560 of the Act) for cash pursuant to the authority granted by Resolution 16 above and to sell treasury shares for cash as if Section 561(1) of the Act did not apply to any such allotment, provided that it is limited to the allotment of equity securities or sale of treasury shares:

- a. in connection with a pre-emptive offer; and
- b. otherwise than in connection with a pre-emptive offer, up to a nominal value of £27,948,840,

which represents no more than 5% of the total issued ordinary share capital of the Company, in issue as at 3 March 2023.

This authority shall expire at the earlier of the conclusion of the Annual General Meeting in 2024 or at the close of business on 19 July 2024 (whichever is earlier) save that the Company may, before such expiry, make offers and enter into agreements which would, or might, require equity securities to be allotted and treasury shares to be sold after the authority given by this Resolution has expired and the Directors may allot equity securities and sell treasury shares under any such offer or agreement as if the authority had not expired.

For the purposes of this Resolution, a "pre-emptive offer" is an offer of securities in favour of the holders of ordinary shares ("shareholders") on the register of members at such record dates as the Directors may determine where the equity securities attributable to the interests of the shareholders are proportionate (as near as practicable) to the numbers of ordinary shares held by them on any such record dates, subject to such exclusions or arrangements as the Directors deem necessary or expedient to deal with treasury shares, fractional entitlements, legal or practical problems arising under the laws of any overseas territory, the requirements of any regulatory body or stock exchange, by virtue of ordinary shares being represented by depositary receipts or any other matter.

18. That the Company be and is generally and unconditionally authorised for the purpose of Section 701 of the Companies Act 2006 (the "Act") to make market purchases (within the meaning of Section 693 of the Act) of ordinary shares of 25p each in the capital of the Company provided that:
- a. the maximum number of ordinary shares of 25p each in the capital of the Company authorised to be acquired is 223,590,721;
 - b. the minimum price which may be paid for an ordinary share is 25p which amount shall be exclusive of expenses;
 - c. the maximum price which may be paid for an ordinary share is an amount (exclusive of expenses) equal to the higher of:
 - (i) 105% of the average of the middle market quotation for an ordinary share, as derived from the London Stock Exchange Daily Official List, for the five business days immediately preceding the day on which such ordinary share is contracted to be purchased; and
 - (ii) the higher of the price of the last independent trade and the highest current bid for an ordinary share on the trading venues where the market purchases by the Company pursuant to this Resolution will be carried out;

- d. the authority hereby conferred shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2024 or at the close of business on 19 July 2024 (whichever is earlier) unless such authority is renewed prior to such time; and
 - e. the Company may make a contract to purchase its ordinary shares under the authority conferred by this Resolution prior to the expiry of such authority, which contract will or may be executed wholly or partly after the expiry of such authority, and may purchase its ordinary shares in pursuance of any such contract.
19. That a general meeting, other than an annual general meeting, may be called on not less than 14 clear days' notice.
20. That, with effect from the conclusion of the 2023 Annual General Meeting, the articles of association produced to the meeting and initialled by the Chair of the meeting for the purposes of identification be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.

DATED THIS 19th day of April 2023

Chair