

NOTICE TO SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Sixty-Second Annual General Meeting of the Shareholders of British American Tobacco Zimbabwe (Holdings) Limited will be held at Cresta Lodge Harare, Corner of Samora Machel Avenue and Robert Mugabe Road, Msasa, Harare on Friday, 29th April 2022 at 10:00 am. Shareholders may either attend the meeting in person or virtually as per the instructions at the end of this notice. The usual Covid-19 preventative protocols will be implemented for shareholders who attend the meeting in person.

ORDINARY BUSINESS

1. Minutes of the Previous Meeting

To confirm and sign off the minutes of the 61st Annual General Meeting.

2. Financial Statement and Reports

To receive, review and adopt the audited financial statements for the year ended 31 December 2021 together with the reports of the year ended 31 December 2021 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 2021. *(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. Sivenasen Moodley who was 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 Mr Kimesh Naidoo as a Director of the company.

4. Auditors

4.1 Auditors Remuneration

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

4.2 Appointment and Re-election of Auditors

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 7 years.

5. Audit Committee report

To receive and adopt the report of the Audit Committee.

6. 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 entitled to attend and vote at a meeting is entitled to appoint a proxy to attend and vote on a poll and speak in his 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 ('FTS') 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



Phyllis Chenjera

Company Secretary
07 April 2022

Registered Office:

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Transfer Secretaries:

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