



BRITISH AMERICAN
TOBACCO
UGANDA

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 16th Annual General Meeting (AGM) of British American Tobacco Uganda Limited (the Company) after the Initial Public Offer will be held at the Sheraton Kampala Hotel, Rwenzori Ballroom on the **13th day of May 2016 starting at 9.00am** to conduct the following ordinary business of the Company:

1. To receive the Company's audited accounts for the year ended 31st December 2015, together with the reports of the Directors and the external auditors thereon.
2. To declare a final dividend, if agreed, for the year ended 31st December 2015.
3. To re-appoint KPMG as the external auditors of the Company and to authorise the Directors to fix their remuneration for the year ending 31st December 2016.
4. To elect Directors in place of those retiring in accordance with the provisions of the Company's Articles of Association.
 - (a) Hon. Elly Karuhanga (69) who was appointed to the Board in July 2013, retires by reason of age, in accordance with article 90 of the Articles of Association of the Company, and is eligible for re-election;
 - (b) Mr. Fred Tumwesigye (69) who was appointed to the Board in April 2001 retires by rotation and by reason of age, in accordance with articles 89 and 90 of the Articles of Association of the Company, and is eligible for re-election;
 - (c) Prof. Dr. Maggie Kigozi (65) who was appointed to the Board in July 2013, retires by reason of age, in accordance with article 90 of the Articles of Association of the Company, and is eligible for re-election;
5. To conduct any other business that may be conducted at the AGM.

By order of the Board
BRITISH AMERICAN TOBACCO UGANDA LIMITED

Nicholas Ecimu
Sebalu & Lule Advocates
COMPANY SECRETARY

25th February, 2016

Notes:

1. A member is entitled to attend and vote at the AGM and to appoint a Proxy to attend and vote instead of himself/herself. Such Proxy need not be a member of the Company.
2. A proxy form can be obtained from the Company's Head Office which is located on the **7th Floor TWED Towers Building, Plot 10 Kafu Road, Nakasero, Kampala;** and will also be included in the Annual Report which will be made available to every shareholder of the Company.
3. Shareholders are requested to carry personal identification to the meeting.
4. E-copies of the Annual Report will be sent by email to all the shareholders whose email addresses the Company currently has. Any shareholder who wishes to receive an e-copy of the Annual Report should contact the Company's Share Registrars, **Deloitte (Uganda) Limited**, on email: **shareholders@deloitte.co.ug**
5. The Annual Report and the proxy form will be available on the Uganda Securities Exchange (USE) website **www.use.or.ug** starting from Friday 29th April 2016.
6. All shareholders are advised to provide their email addresses and mobile phone numbers to the Company's Share Registrars for ease of communication. In addition;
 - a) Shareholders who still hold shares in certificate form are advised to refer any queries that they may have and update their records relating to their physical and email addresses, bank account details or other particulars to the Company's Share Registrars.
 - b) Shareholders whose shares were immobilized and are held through the Securities Central Depository (SCD) are advised to obtain and complete SCD Form 1 from their brokers in case of changes in their postal addresses and bank account details.
 - c) Shareholders who do not hold accounts with the Securities Central Depository are notified that the Uganda Securities Exchange (USE) has directed all listed companies to immobilize all shares that they still hold in paper/certificate form and to advise all their shareholders to open SCD Accounts with the help of any of the Securities Central Depository Agents listed on the Uganda Securities Exchange website **www.use.or.ug**
7. The dividend of Ushs 413, if approved, will be paid on or before 21st June 2016, to shareholders whose names appear on the Company's share register at the close of business on 31st May 2016.
8. Shareholders who have not received their dividends for the past years should contact the Company's Share Registrars in writing and provide valid identification such as a copy of their; voter's card, national identity card, passport or driver's license.

The Company's Registered Address is:

British American Tobacco Uganda Limited
7th Floor TWED Towers Building
Plot 10 Kafu Road, Nakasero
P.O. Box 7100, Kampala, Uganda

The Company Share Registrars' Address is:

Deloitte Uganda Limited
3rd Floor, Rwenzori House
1 Lumumba Avenue
P.O. Box 10314, Kampala, Uganda