

Notice of Annual General Meeting

British American Tobacco (Malaysia) Berhad
[Registration No. 196101000326 (4372-M)]

NOTICE IS HEREBY GIVEN that the Sixty-First (61st) Annual General Meeting (**AGM** or **Meeting**) of British American Tobacco (Malaysia) Berhad (the **Company**) will be held fully virtually at the broadcast venue, Infinity Room, Level 16, Guoco Tower, Damansara City, No. 6, Jalan Damanlela, Bukit Damansara, 50490 Kuala Lumpur and via the TIIH Online website at <https://tiih.online> on **Wednesday, 27 April 2022 at 9.30 a.m.** for the following purposes:

AGENDA

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2021 and the Reports of the Directors and Auditors thereon.

Please refer to Explanatory Note 9 (Note A)

2. To re-elect Datuk Christine Lee Oi Kuan who retires as a Director pursuant to Clauses 109.1 and 109.2 of the Constitution of the Company.

Ordinary Resolution 1

Please refer to Explanatory Note 9

3. To re-elect the following Directors, each whom retires pursuant to Clause 115 of the Constitution of the Company:

- i. Norliza binti Kamaruddin

Ordinary Resolution 2

- ii. Nedal Louay Salem

Ordinary Resolution 3

- iii. Anthony Yong Mun Seng

Ordinary Resolution 4

Please refer to Explanatory Note 9

4. To approve the payment of Directors' fees and benefits to the Non-Executive Directors up to an amount of RM1,000,000.00 with effect from the 61st AGM of the Company until the next AGM of the Company.

Ordinary Resolution 5

Please refer to Explanatory Note 9

5. To re-appoint KPMG PLT as the Auditors of the Company for the financial year ending 31 December 2022 and to authorise the Directors to fix their remuneration.

Ordinary Resolution 6

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following Ordinary Resolutions:

6. **Proposed Renewal of Shareholders' Mandate for the Company and its Subsidiaries to enter into Recurrent Related Party Transactions of a Revenue or Trading Nature with Related Parties (Proposed Renewal of the Recurrent RPTs Mandate)**

Ordinary Resolution 7

"THAT, the Recurrent RPTs Mandate (as defined in the Circular to Shareholders dated 29 March 2022) granted by the shareholders of the Company authorising the Company and/or its Subsidiaries (**British American Tobacco Malaysia Group**) to enter into recurrent related party transactions of a revenue or trading nature (**Recurrent RPTs**) with Related Parties (as defined in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad) as set out in Paragraph 2.2 and Appendix II of the

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Circular to Shareholders dated 29 March 2022 which are necessary for the British American Tobacco Malaysia Group's day-to-day operations, be and is hereby renewed and approved, provided that:

- i. the transactions are in the ordinary course of business and are on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and are not to detriment the minority shareholders to the Company; and
- ii. disclosure of the aggregate value of the transactions conducted during a financial year will be made in the annual report for the said financial year,

AND THAT the authority conferred by such renewed mandate shall continue to be in force until:

- i. the conclusion of the next AGM of the Company following the AGM at which the Proposed Renewal of the Recurrent RPTs Mandate is approved, at which time it will lapse, unless by a resolution passed at the next AGM the mandate is again renewed;
- ii. the expiration of the period within which the next AGM of the Company after the forthcoming AGM is required to be held pursuant to Section 340(2) of the Companies Act, 2016 (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act, 2016); or
- iii. revoked or varied by resolution passed by the shareholders in general meeting,

whichever is earlier;

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary in the best interest of the Company (including executing all such documents as may be required) to give effect to the Proposed Renewal of the RPTs Mandate.

AND FURTHER THAT, as the estimated values of the Recurrent RPTs given in Appendix II of the Circular to Shareholders dated 29 March 2022 are provisional in nature, the Directors of the Company or any of them be and are hereby authorised to agree to the actual amount or amounts thereof, provided that such amount or amounts comply with the review procedures set out in Paragraph 2.3 of the Circular to Shareholders dated 29 March 2022."

Please refer to Explanatory Note 10

7. To transact any other business of which due notice shall have been given.

FURTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining a member who shall be entitled to attend the 61st AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Clause 71 of the Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors as at **15 April 2022** shall be entitled to attend the said Meeting or appoint proxies to attend and/or vote on his/her behalf.

By Order of the Board

SHARIFAH THAHERAH SYED TAHA

SSM PC No: 202008004234

MACS01735

Company Secretary

Kuala Lumpur
29 March 2022

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Notes:

1. The 61st AGM will be conducted fully virtual through live streaming and online voting using Remote Participation and Voting (**RPV**) facilities which are available on Tricor Investor & Issuing House Services Sdn Bhd's TIH Online website at <https://tiah.online>. Please refer to the Administrative Details of the 61st AGM in order to register, participate and vote remotely via the RPV facilities.
2. The broadcast venue of the 61st AGM is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the Meeting to be present at the main venue. **No members/proxy(ies) will be allowed to be physically present at the broadcast venue.** If a member is not able to attend the Meeting via RPV facilities, he/she can appoint the Chairman of the Meeting as his/her proxy and indicate the voting instructions in the proxy form.
3. A member entitled to attend and vote remotely at the Meeting is entitled to appoint not more than two (2) proxies to attend and vote remotely on his/her behalf. Where a member appoints two (2) proxies, the appointment shall be invalid unless the percentage of the shareholding to be represented by each proxy is specified. A proxy need not be a member of the Company.
4. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account (**Omnibus Account**), there is no limit to the number of proxies which the exempt authorised nominees may appoint in respect of each Omnibus Account it holds. An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act a991 ("Central Depositories Act") which is exempted from compliance with the provisions of subsection 25A(1) of the Central Depositories Act.
5. The instrument appointing a proxy(ies) must be under the hand of the appointer or of his/her attorney duly authorised in writing. Where the instrument appointing a proxy(ies) is executed by a corporation, it must be executed either under its seal or under the hand of any officer or attorney duly authorised.
6. If there is no indication as to how a member wishes his/her vote to be cast, the proxy will vote or abstain from voting at his/her discretion. In the event a member duly executes the proxy form but does not name any proxy, such member shall be deemed to have appointed the Chairman of the Meeting as his/her proxy.
7. The proxy form must be duly executed and deposited at the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for the taking of poll or **no later than 25 April 2022 at 9.30 a.m.** The proxy appointment may also be lodged electronically via Tricor's TIH Online website at <https://tiah.online>.
8. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the Resolutions set out in this Notice will be put to vote by poll.
9. **Explanatory Notes on Ordinary Business**

Note A

The Audited Financial Statements for the financial year ended 31 December 2021 under Agenda item 1 are meant for discussion only in accordance with the provision of Section 340(1)(a) of the Companies Act, 2016, and it does not require a formal approval of the shareholders. Hence, this agenda item will not be put forward for voting.

Ordinary Resolution 1 – To re-elect Datuk Christine Lee Oi Kuan as a Director

Clause 109.1 of the Constitution of the Company states that one-third (1/3) of the Directors shall retire from office and be eligible for re-election. Clause 109.2 further states that the Directors to retire in every year shall be those who have been longest in office since their last election.

Datuk Christine Lee Oi Kuan being eligible, has offered herself for re-election at the 61st AGM.

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The Nomination and Remuneration Committee had assessed Datuk Christine Lee Oi Kuan and considered the Director's performance and contribution based on the Self and Peer assessment, her contribution to the Board deliberations, time commitment and her ability to act in the best interests of the Company in decision-making. The Nomination and Remuneration Committee also assessed Datuk Christine Lee Oi Kuan's consultancy services with the Company for period from 1 May 2021 to 30 September 2021 and an extended period from 1 October 2021 to 30 June 2022 does not impaired her ability to act in the best interest of the Company. The Board has endorsed the Nomination and Remuneration Committee's recommendation subject to the shareholders' approval at this AGM.

Ordinary Resolutions 2, 3 and 4 - To re-elect Norliza binti Kamaruddin, Nedal Louay Salem and Anthony Yong Mun Seng as Directors

Clause 115 of the Constitution of the Company states that the Directors shall have the power to appoint any person to be a Director, either fill a casual vacancy or as an addition to the existing Directors and any Director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election.

Norliza binti Kamaruddin, Nedal Louay Salem and Anthony Yong Mun Seng being eligible, has offered themselves for re-election as Directors at the 61st AGM.

The Nomination and Remuneration Committee had assessed Norliza binti Kamaruddin and considered based on the Director's performance and contribution based on the Self and Peer assessment, her contribution to the Board deliberations, time commitment and her ability to act in the best interests of the Company in decision-making. The Nomination and Remuneration Committee also reviewed and assessed Norliza binti Kamaruddin's independence in accordance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Board had endorsed the Nomination and Remuneration Committee's recommendation subject to the shareholders' approval at this AGM.

The Nomination and Remuneration Committee had assessed Nedal Louay Salem and considered the Director's performance and contribution based on the Self and Peer assessment, his contribution to the Board deliberations, time commitment and his ability to act in the best interests of the Company in decision-making. The Board had endorsed the Nomination and Remuneration Committee's recommendation subject to the shareholders' approval at this AGM.

The Nomination and Remuneration Committee had assessed Anthony Yong Mun Seng and considered the Director's performance and contribution based on the Self and Peer assessment, his contribution to the Board deliberations, time commitment and his ability to act in the best interests of the Company in decision-making. The Board had endorsed the Nomination and Remuneration Committee's recommendation subject to the shareholders' approval at this AGM.

Ordinary Resolution 5 – Payment of Directors' fees and benefits to the Non-Executive Directors

The Company is seeking shareholders' approval for the payment of Non-Executive Directors' fees and benefits up to RM1,000,000.00 with effect from the 61st AGM of the Company until the conclusion of the next AGM of the Company in 2023 pursuant to Section 230(1) of the Companies Act, 2016.

The details of the Non-Executive Directors remuneration structure adopted by the Company are as follows:

Structure	Chairman		Member	
	Fee (RM per annum)	Allowance (RM per annum)	Fee (RM per annum)	Meeting Allowance (RM per meeting)
Board of Directors	345,000	154,092	100,000	-
Audit Committee	10,000	-	-	1,000
Nomination and Remuneration Committee	-	-	-	1,000
Risk Management Committee	10,000	-	-	1,000
Sustainability Committee	10,000	-	-	1,000

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The Non-Executive Directors who are shareholders of the Company will abstain from voting on Resolution 5.

Ordinary Resolution 6 – Re-appointment of Auditors

The Audit Committee had undertaken an annual assessment of the external auditors, KPMG PLT including independence, scope of audit, audit fee, expert and experience, performance based on annual audit scope and planning. The Audit Committee was satisfied with the suitability of KPMG PLT on the quality of audit, performance, competency and sufficiency of resources the external audit team provided to the Group.

10. Explanatory Notes on Special Business

Ordinary Resolution 7 – Proposed Renewal of the Recurrent RPTs Mandate

The proposed resolution, if passed, will enable British American Tobacco Malaysia Group to enter into the recurrent related party transactions of a revenue or trading nature which are necessary for the British American Tobacco Malaysia Group's day-to-day operations, subject to the transactions being in the ordinary course of business and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company.

Further information on the Proposed Renewal of the Recurrent RPTs Mandate is set out in the Circular to Shareholders dated 29 March 2022, which is available at the Company's corporate website at www.batmalaysia.com.

11. Personal Data Privacy

By lodging of a completed proxy form to the Company and the Share Registrar (as the case may be) for appointing a proxy(ies) and/or representative(s) to attend and vote remotely at the 61st AGM and any adjournment therefore, a shareholder of the Company and the Share Registrar is hereby:

- i. consenting to the collection, use and disclosure of the member's personal data by the Company and to Share Registrar (as the case may be) for the purpose of the processing and administration by the Company and the Share Registrar (as the case may be) of proxy(ies) and representative(s) appointed for the 61st AGM (including any adjournment thereof), and in order for the Company and the Share Registrar (as the case may be) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively the **Purpose**).
- ii. warranting that where the member discloses the personal data of shareholder's proxy(ies) and/or representative(s) to the Company and the Share Registrar (as the case may be), the shareholder has obtained to prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company and the Share Registrar (as the case may be) of the personal data of such proxy(ies) and/or representative(s) for the purpose (**Warranty**); and
- iii. agreeing that the member will indemnify the Company and the Share Registrar (as the case may be) in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Shareholder's breach of Warranty.

For the purpose of the paragraph, "personal data" shall have the same meaning given in section 4 of Personal Data Protection Act 2010.

Statement Accompanying Notice of the 61st AGM

(pursuant to Paragraph 8.27(2) of the Main Market Listing Requirement of Bursa Malaysia Securities Berhad)

There are no Directors standing for election at the forthcoming 61st AGM.