

NOTICE OF Adjourned Annual General Meeting

NOTICE IS HEREBY GIVEN that the adjourned Fifty-Ninth Annual General Meeting (“AGM”) of British American Tobacco (Malaysia) Berhad (the “Company”) will be held at Infinity Room, Level 16, Guoco Tower, Damansara City, No. 6, Jalan Damanela, Bukit Damansara, 50490 Kuala Lumpur (the “Hall”) on **Monday, 15 June 2020** 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 2019 and the Reports of the Directors and Auditors thereon.

Please refer to Explanatory Note 10 (Note A)

2. To re-elect the following Directors, each of whom retires pursuant to Clauses 109.1 and 109.2 of the Constitution of the Company:

- i. Tan Sri Dato’ Seri (Dr.) Aseh bin Haji Che Mat

**Ordinary
Resolution 1**

- ii. Datuk Christine Lee Oi Kuan

**Ordinary
Resolution 2**

Please refer to Explanatory Note 10

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

- i. Mr Jonathan Darlow Reed

**Ordinary
Resolution 3**

- ii. Mr Ignacio Ballester

**Ordinary
Resolution 4**

Please refer to Explanatory Note 10

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 59th AGM of the Company until the next AGM of the Company.

**Ordinary
Resolution 5**

Please refer to Explanatory Note 10

5. To re-appoint KPMG PLT as the Auditors of the Company for the financial year ending 31 December 2020 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 Related Party Transactions Mandate”)** **Ordinary Resolution 7**

“THAT, the Recurrent RPT Mandate (as defined in the Circular to Shareholders dated 23 March 2020) 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 Circular to Shareholders dated 23 March 2020 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 the detriment of the minority shareholders to the Company; and

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- 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 Related Party Transactions 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 Recurrent Related Party Transactions Mandate.

AND FURTHER THAT, as the estimated values of the Recurrent Related Party Transactions given in Appendix II of the Circular to Shareholders dated 23 March 2020 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 23 March 2020."

Please refer to Explanatory Note 11

7. Proposed Shareholders' Mandate for the Company and its Subsidiaries to enter into the new Recurrent Related Party Transactions of a Revenue or Trading Nature with Related Parties ("Proposed New Recurrent Related Party Transactions Mandate") **Ordinary Resolution 8**

"THAT, the Proposed New Recurrent Related Party Transactions Mandate (as defined in the Circular to Shareholders dated 23 March 2020) authorising the Company and/or its Subsidiaries ("**British American Tobacco Malaysia Group**") to enter into new 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 Circular to Shareholders dated 23 March 2020 which are necessary for the British American Tobacco Malaysia Group's day-to-day operations, be and is hereby approved, provided that:

- i. the transaction is 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 the detriment of the minority shareholders to the Company; and
- ii. disclosure of the aggregate value of the transaction conducted during a financial year will be made in the annual report for the said financial year,

AND THAT the authority conferred by this 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 New Recurrent Related Party Transactions 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;

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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 New Recurrent Related Party Transactions Mandate.

AND FURTHER THAT, as the estimated values of the Recurrent RPTs given in Appendix II of the Circular to Shareholders dated 23 March 2020 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 23 March 2020."

Please refer to Explanatory Note 11

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

By Order of the Board

SHARIFAH THAHERAH SYED TAHA
MACS01735
Company Secretary

Kuala Lumpur
15 May 2020

Notes:

1. As part of the initiatives to curb the spread of COVID-19, the 59th AGM will be conducted 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 TIIH Online website at <https://tiih.online>. Please refer to the revised Administrative Details of the 59th AGM in order to register, participate and vote remotely via the RPV facilities.
2. The venue of the 59th 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 at the main venue. **No Members/Proxy(ies) will be allowed to be physically present at the Hall.** 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 at the Meeting is entitled to appoint not more than two (2) proxies to attend and vote 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 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 original Proxy Form must be duly executed and deposited at the 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 twenty-four (24) hours before the time appointed for the taking of poll or **no later than 14 June 2020 at 12.00 noon**. The proxy appointment may also be lodged electronically via Tricor's TIIH Online website at <https://tiih.online>.

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8. Only Members whose names appear in the Record of Depositors as at **3 June 2020** (General Meeting Record of Depositors) shall be eligible to attend the Meeting or appoint proxy(ies) to attend and vote on his/her behalf.
9. 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.
10. **Explanatory Notes on Ordinary Business**

Note A

The Audited Financial Statements for the financial year ended 31 December 2019 under Agenda 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 will not be put forward for voting.

Ordinary Resolutions 1 and 2 - To re-elect Tan Sri Dato' Seri (Dr.) Aseh bin Haji Che Mat and Datuk Christine Lee Oi Kuan as Directors.

Clause 109.1 of the Constitution 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.

Tan Sri Dato' Seri (Dr.) Aseh bin Haji Che Mat and Datuk Christine Lee Oi Kuan being eligible, have offered themselves for re-election at the 59th AGM.

The Nomination and Remuneration Committee had assessed the performance of the retiring Directors and recommended them for re-election as Directors due to their vast experience and contribution to the Company. Their profiles are stated in the Company's 2019 Annual Report. The Board has endorsed the Nomination and Remuneration Committee's recommendation subject to the shareholders' approval at this AGM.

Ordinary Resolutions 3 and 4 - Re-election of Mr Jonathan Darlow Reed and Mr Ignacio Ballester as Directors.

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

Mr Jonathan Darlow Reed and Mr Ignacio Ballester being eligible, has offered themselves for re-election as Directors at the 59th AGM. Their profiles are provided in the Company's 2019 Annual Report. The Board has endorsed the Nomination and Remuneration Committee's recommendation for re-election of Mr Jonathan Darlow Reed and Mr Ignacio Ballester 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 59th AGM of the Company until the conclusion of the next AGM of the Company in 2021 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)	Allowance (RM per annum)
Board of Directors	345,000	154,092	100,000	-
Audit Committee	20,000	-	-	1,000
Nomination and Remuneration Committee	-	-	-	1,000
Risk Management Committee	-	-	-	1,000

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

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11. Explanatory Notes on Special Business

Ordinary Resolutions 7 and 8 – Proposed Recurrent Related Party Transactions Mandate.

The proposed resolutions, if passed, will enable British American Tobacco Malaysia Group to enter into any of 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 and New Recurrent Related Party Transactions Mandate is set out in the Circular to Shareholders dated 23 March 2020, which is available at the Company's corporate website at www.batmalaysia.com.

12. 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/or in person at the 59th 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 59th AGM (including any adjournment thereof) and the preparation and compilation of the attendance list, minutes and other documents relating to the 59th 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 the shareholder's proxy(ies) and/or representative(s) to the Company and the Share Registrar (as the case may be), the shareholder has obtained 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 the 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 Adjourned 59th AGM

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

The profiles of the Directors who are standing for re-election as per the Notice of Adjourned 59th AGM are stated in the Annual Report 2019.

The details of the Directors' interests in the securities of the Company as at 28 February 2020 are stated in the Annual Report 2019.

Additional Notes:

- i. The Proxy Form that has been deposited to the Company prior to the Notice of Adjourned 59th AGM shall remain valid unless a revised Proxy Form superseding the previous Proxy Form is deposited to the Company.
- ii. Please refer to the revised Administrative Details for further details.

REVISED ADMINISTRATIVE DETAILS FOR BRITISH AMERICAN TOBACCO (MALAYSIA) BERHAD ADJOURNED FIFTY-NINTH (“59TH”) ANNUAL GENERAL MEETING (“AGM”)

Date : Monday, 15 June 2020

Time : 9.30 a.m.

Place : Infinity Room, Level 16, Guoco Tower, Damansara City, No. 6, Jalan Damanlela, Bukit Damansara, 50490 Kuala Lumpur (the “Hall”).

This Revised Administrative Details for the Adjourned 59th AGM shall supersede the Administrative Details and Amendments to the Administrative Details issued on 23 March 2020. Please take note of the following administrative changes.

1. Public Health Preventive Measure

- In line with Government’s initiative and the Securities Commission Malaysia Guidance Note, the Company will conduct the 59th AGM on a virtual basis through live streaming and online remote voting via Remote Participation and Voting (“RPV”) facilities which are available on Tricor Investors & Issuing House Services Sdn Bhd’s (“Tricor”) TIIH Online website at <https://tiih.online>.
- The venue of the 59th 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 at the main venue. **No Members/Proxy(ies) will be allowed to be physically present at the Hall.**
- We **strongly encourage** you to attend the 59th AGM via the RPV facilities. You may consider appointing the Chairman of the Meeting as your proxy to attend and vote on your behalf at the 59th AGM.
- Due to the constant evolving COVID-19 situation in Malaysia, we may be required to change the arrangements of our 59th AGM at short notice. Kindly check the Company’s website or announcements for the latest updates on the status of the 59th AGM.
- The Company will continue to observe the guidelines issued by the Ministry of Health and will take precautionary measures as advised.

2. Entitlement to Attend and Vote

- Only Members whose names appear in the Record of Depositors as at **5.00 p.m. on 3 June 2020 (“General Meeting Record of Depositors”)** shall be entitled to attend and vote at the 59th AGM in respect of the number of shares registered in their name at that time.
- If a Member wishes to participate personally in the 59th AGM via the RPV facilities, kindly register via Tricor’s TIIH Online website at <https://tiih.online>. Please do not submit any Proxy Form.

As the 59th AGM is a fully virtual AGM, Members who are unable to participate the 59th AGM may appoint the Chairman of the Meeting as his/her proxy and indicate the voting instructions in the Proxy Form.

3. No Breakfast Voucher or Door Gift

- In accordance to the direction as issued by the Ministry of Health in relation to the COVID-19 pandemic, there will be no distribution of Breakfast Voucher or Door Gift for Members/Proxies who participate in the 59th AGM.

4. Proxy

- If a Member is unable to attend the 59th AGM via RPV facilities, he/she can appoint the Chairman of the Meeting as his or her proxy and indicate the voting instruction in the Proxy Form. The original Proxy Form must be duly executed and deposited at the 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 twenty-four (24) hours before the time appointed for the taking of poll or **no later than 14 June 2020 at 12.00 noon**. The proxy appointment may also be lodged electronically via Tricor’s TIIH Online website at <https://tiih.online>.
- Corporate Members (through Corporate Representatives) must deposit their original certificate of appointment of its Corporate Representative executed in accordance with its Company’s Constitution to Tricor not less than twenty-four (24) hours before the time appointed for the taking of poll or **no later than 14 June 2020 at 12.00 noon** to participate via the RPV facilities.
- Nominee Companies registered as Members (through the beneficiary of the shares under a Nominee Company’s CDS account) must deposit their duly completed Proxy Form to Tricor not less than twenty-four (24) hours before the time appointed for the taking of poll or **no later than 14 June 2020 at 12.00 noon** to participate via the RPV facilities.

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- Attorneys appointed by the power of attorney are to deposit their power of attorney with Tricor not less than twenty-four (24) hours before the time appointed for the taking of poll or **no later than 14 June 2020 at 12.00 noon** to participate via the RPV facilities.
- A member who has appointed a proxy or attorney or Corporate Representative to attend, participate, speak and vote at the 59th AGM via RPV must request his/her proxy to register himself/herself for RPV via Tricor’s TIH Online website at <https://tiih.online>.

5. Electronic lodgement of Proxy Form

- The procedures to lodge your proxy form electronically via Tricor’s TIH Online website are summarised below:

	Procedure	Action
a.	Register as a User with TIH Online	<ul style="list-style-type: none"> • Using your computer or mobile phone or tablet, please access the website at https://tiih.online. Register as a user under the “e-Services”. Please do refer to the tutorial guide posted on the homepage for assistance. • If you are already a user with TIH Online, you are not required to register again.
b.	Proceed with submission of Proxy Form	<ul style="list-style-type: none"> • After the release of the Notice of Meeting by the Company, login with your user name (i.e. email address) and password. • Select the corporate event: “Submission of Proxy Form”. • Read and agree to the Terms and Conditions and confirm the Declaration. • Insert the CDS account number and indicate the number of shares for your proxy(s) to vote on your behalf. • Appoint your proxy(s) and insert the required details of your proxy(s) or Chairman of the Meeting as your proxy. • Indicate your voting instructions – FOR or AGAINST, otherwise your proxy will decide your vote. • Review and confirm your proxy(s) appointment. • Print proxy for your record.

6. Voting Procedure

- Voting at the 59th AGM will be conducted on polling basis. The Company’s Share Registrar, Tricor, is appointed as Poll Administrator to conduct the polling process. An Independent Scrutineer is appointed to verify and validate the results of the poll.
- Members can proceed to vote on the resolutions at any time during the 59th AGM via RPV facilities and complete voting before the end of the voting session which will be announced by the Chairman of the Meeting.

7. Remote Participation and Voting (“RPV”) facilities

- Member/Proxies/Corporate Representatives who wish to participate the 59th AGM remotely using the RPV facilities, please do read and follow the procedures below:

	Procedure	Action
BEFORE THE AGM DAY		
a.	Register as a user with TIH Online	<ul style="list-style-type: none"> • Using your computer or mobile phone or tablet, please access the website at https://tiih.online. Register as a user under the “e-Services”. Please do refer to the tutorial guide posted on the homepage for assistance. • If you are already a user with TIH Online, you are not required to register again. You will receive an e-mail to notify you that the remote participation is available for registration at TIH Online.
b.	Submit your request	<ul style="list-style-type: none"> • Registration is open from 9.30 a.m. Friday, 15 May 2020 up to 12.00 noon Sunday, 14 June 2020. • Login with your user ID and password and select the corporate event: “(REGISTRATION) BATM ADJOURNED 59TH AGM”. • Read and agree to the Terms and Conditions and confirm the Declaration. • Insert the CDS account number and indicate the number of shares. • Select “Register for Remote Participating and Voting”. • Review your registration and proceed to register. • Submit to register your remote participation. • System will send an e-mail to notify that your registration for remote participation is received and will be verified. • After verification of your registration against the General Meeting ROD as at 3 June 2020, the system will send you an e-mail to approve or reject your registration for remote participation.

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BRITISH AMERICAN TOBACCO (MALAYSIA) BERHAD
ADJOURNED FIFTY-NINTH (“59TH”) ANNUAL GENERAL MEETING (“AGM”)

	Procedure	Action
ON THE AGM DAY		
c.	Login to TIH Online	<ul style="list-style-type: none"> Login with your user ID and password for remote participation at the 59th AGM at any time from 9.10 a.m. (i.e. 20 minutes) before the commencement of Meeting at 9.30 a.m. on Monday, 15 June 2020.
d.	Participate through Live Streaming	<ul style="list-style-type: none"> Select the corporate event: “(LIVE STREAMING MEETING) BATM ADJOURNED 59TH AGM” to engage in the proceedings of the AGM remotely. If you have any questions for the Chairman/Board, you may use the query box to transmit your questions. The Chairman/Board will try to respond to the questions submitted by remote participants during the 59th AGM. If there is time constraint, the responses will then be e-mailed to you at the earliest possible, after the Meeting.
e.	Online Remote Voting	<ul style="list-style-type: none"> Voting session commences from 9.30 a.m. Monday, 15 June 2020 until a time where the Chairman of the Meeting announces the completion of the voting session of the 59th AGM. Select the corporate event: “(REMOTE VOTING) BATM ADJOURNED 59TH AGM”. Read and agree to the Terms and Conditions and confirm Declaration. Select the CDS account that represents your shareholdings. Indicate your votes for the resolution that are tabled for voting. Confirm and submit your votes.
f.	End of Remote Participation	<ul style="list-style-type: none"> Upon the announcement by the Chairman on the closure of the 59th AGM, the Live Streaming will end.

Note to users of the RPV facilities

- Should your application to join the meeting be approved, Tricor will make available to you the rights to join the live streaming meeting and to vote remotely. Your login to TIH Online on the day of the Meeting will indicate your presence at the virtual meeting.
- The quality of your connection to the live streaming is dependent on the bandwidth and stability of the internet at your location and the device you use.
- In the event you encounter any issues with the login, connection to the live streaming meeting or online voting, kindly contact Tricor Help Line at 011-40805616 / 011-40803168 / 011-40803169 / 011-40803170 for assistance or e-mail to tiih.online@my.tricorglobal.com for assistance.

8. No recording or photography

- Strictly **NO recording or photography** of the proceedings of the 59th AGM is allowed.

9. Pre-Meeting Submission of Questions to the Board of Directors

- In order to enhance the efficiency of the proceedings of the 59th AGM, Members may in advance, before the 59th AGM, submit questions to the Board of Directors via Tricor’s TIH Online website at <https://tiih.online>, by selecting “e-Services” to login, post your questions and submit it electronically no later than **12 June 2020 at 12.00 noon**. The Board of Directors will endeavour to address the questions received at the 59th AGM.

10. Enquiry

- If you have general queries prior to the 59th AGM, please contact the following persons during office hours i.e. from 8.30 a.m. to 5.30 p.m. (Monday to Friday):

Tricor Investor & Issuing House Services Sdn Bhd

Registration No.197101000970 (11324-H)

Unit 32-01, Level 32, Tower A

Vertical Business Suite, Avenue 3, Bangsar South

No.8 Jalan Kerinchi

59200 Kuala Lumpur, Malaysia

General No./Fax No./Email : +60(3) 27839299/+60(3) 27839222/is.enquiry@my.tricorglobal.com

Ms. Lim Lay Kiow : +60(3) 27839232 / Lay.Kiow.Lim@my.tricorglobal.com

Ms. Siti Zalina : +60(3) 27839247 / Siti.Zalina@my.tricorglobal.com

PROXY Form



British American Tobacco (Malaysia) Berhad

[Registration No. 196101000326 (4372-M)]

(Incorporated in Malaysia)

CDS ACCOUNT No.

I/We _____ (NRIC/Passport/Co. No: _____)
(Name as per NRIC/Passport/Certificate of Incorporation in Capital Letters)

of _____
(Full Address)

being a member/members of **BRITISH AMERICAN TOBACCO (MALAYSIA) BERHAD**, do hereby appoint _____

_____ (Name as per NRIC/Passport in Capital Letters)

(NRIC/Passport No.: _____) of _____

_____ (Full Address)

and/or failing him/her _____ (NRIC/Passport No.: _____)

of _____
(Full Address)

or failing him/her, the Chairman of the Meeting as my/our proxy/proxies to vote for me/us and on my/our behalf at the Adjourned Fifty-Ninth Annual General Meeting of the Company, to be held at the **Infinity Room, Level 16, Guoco Tower, Damansara City, No. 6 Jalan Damansara, Bukit Damansara, 50490 Kuala Lumpur on Monday, 15 June 2020 at 9.30 a.m.**, and at any adjournment thereof.

My/our proxy/proxies shall vote as follows:

(Please indicate with an "X" in the spaces provided below how you wish your votes to be cast on the resolutions specified in the notice of meeting. If you do not do so, your proxy/proxies will vote or abstain as he/she may think fit)

RESOLUTIONS		FOR	AGAINST
Ordinary Resolution 1	Re-election of Tan Sri Dato' Seri (Dr.) Aseh bin Haji Che Mat who retires pursuant to Clauses 109.1 and 109.2 of the Constitution of the Company.		
Ordinary Resolution 2	Re-election of Datuk Christine Lee Oi Kuan who retires pursuant to Clauses 109.1 and 109.2 of the Constitution of the Company.		
Ordinary Resolution 3	Re-election of Mr Jonathan Darlow Reed who retires pursuant to Clause 115 of the Constitution of the Company.		
Ordinary Resolution 4	Re-election of Mr Ignacio Ballester who retires pursuant to Clause 115 of the Constitution of the Company.		
Ordinary Resolution 5	Approval of payment of Directors' fees and benefits to the Non-Executive Directors with effect from the 59 th AGM of the Company until the next AGM of the Company.		
Ordinary Resolution 6	Re-appointment of KPMG PLT as Auditors of the Company for the financial year ending 31 December 2020 and to authorise the Directors to fix their remuneration.		
Ordinary Resolution 7	Proposed Renewal of the Recurrent Related Party Transactions Mandate.		
Ordinary Resolution 8	Proposed New Recurrent Related Party Transactions Mandate.		

Dated this day of 2020

For appointment of two proxies, percentage of shareholdings to be represented by the proxies:

	No. of Shares	Percentage
Proxy 1		
Proxy 2		
TOTAL		100

Signature(s) of Member(s)/Common Seal

Notes:

1. As part of the initiatives to curb the spread of COVID-19, the 59th AGM will be conducted through live streaming and online voting using Remote Participation and Voting (“RPV”) facilities which are available on Tricor’s TIH Online website at <http://tiih.online>. Please refer to Administrative Details for the 59th AGM in order to register, participate and vote remotely via the RPV facilities.
2. The venue of the 59th 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 at the main venue. **No Members/Proxy(ies) will be physically present at the Hall.** 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 at the Meeting is entitled to appoint not more than two (2) proxies to attend and vote 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 nominee may appoint in respect of each Omnibus Account it holds. An exempt authorised nominee refers to an authorised nominee defined under the 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 original Proxy Form must be duly executed and deposited at the 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 twenty-four (24) hours before the time appointed for the taking of poll or **no later than 14 June 2020 at 12.00 noon**. The proxy appointment may also be lodged electronically via Tricor’s TIH Online website at <http://tiih.online>.
8. Only Members whose names appear in the Record of Depositors as at **3 June 2020** (General Meeting Record of Depositors) shall be eligible to attend the Meeting or appoint proxy(ies) to attend and vote on his/her behalf.
9. 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.

Please refer to personal data privacy terms set out in the Notice of Adjourned 59th AGM dated 15 May 2020.

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Affix postage stamp

The Share Registrar
British American Tobacco (Malaysia) Berhad
[Registration No. 196101000326 (4372-M)]
c/o Tricor Investor and Issuing House Services Sdn Bhd
[Registration No. 197101000970 (11324-H)]
Unit 32-01, Level 32, Tower A,
Vertical Business Suite, Avenue 3, Bangsar South,
No. 8, Jalan Kerinchi 59200 Kuala Lumpur, Malaysia.

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