

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Sixty-Second (62nd) Annual General Meeting (**AGM** or **Meeting**) of British American Tobacco (Malaysia) Berhad (the **Company**) will be held 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 TIH Online website at <https://tiih.online> on **Wednesday, 3 May 2023 at 9.30 a.m.** for the following purposes:

1. To receive the Audited Financial Statements for the financial year ended 31 December 2022 and the Reports of the Directors and Auditors thereon.

Please refer to Explanatory Note 9 (Note A)

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

- i. Tan Sri Dato' Seri Dr. Aseh bin Haji Che Mat

Ordinary Resolution 1

- ii. Dato' Chan Choon Ngai

Ordinary Resolution 2

- iii. Eric Ooi Lip Aun

Ordinary Resolution 3

Please refer to Explanatory Note 9

3. To approve the payment of Directors' fees and Board Committees' fees to the Non-Executive Directors for the period commencing 4 May 2023 until the next AGM of the Company.

Ordinary Resolution 4

Please refer to Explanatory Note 9

4. To approve the payment of Directors' benefits to the Non-Executive Directors of up to RM250,000 for the period commencing 4 May 2023 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 2023 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 Resolution:

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 4 April 2023) 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 4 April 2023 which are necessary for 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
- 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,

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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 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 4 April 2023 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 4 April 2023.

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 62nd 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 21 April 2023. Only a member whose name appears on this Record of Depositors 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

BRITISH AMERICAN TOBACCO (MALAYSIA) BERHAD

Sharifah Thaherah Syed Taha (MACS01735) (SSM PC No.: 202008004234)

Adiel Emir Ikram Aziz Al Rahim (LS0010638) (SSM PC No.: 202208000613)

Company Secretaries

Kuala Lumpur

4 April 2023

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Notes:

1. The 62nd AGM will be conducted virtually 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 Administrative Details of the 62nd AGM in order to register, participate and vote remotely via the RPV facilities.
2. The broadcast venue of the 62nd 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 1991 (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 or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting or **no later than 1 May 2023 at 9.30 a.m.**. The proxy appointment may also be lodged electronically via Tricor's TIIH Online website at <https://tiih.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 2022 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 Resolutions 1, 2 and 3 – To re-elect Tan Sri Dato' Seri Dr. Aseh bin Haji Che Mat, Dato' Chan Choon Ngai and Eric Ooi Lip Aun as Directors

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 at the annual general meeting.

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Tan Sri Dato' Seri Dr. Aseh bin Haji Che Mat, Dato' Chan Choon Ngai and Eric Ooi Lip Aun being eligible, has offered themselves for re-election as Directors at the 62nd AGM. The Board has endorsed the Nomination and Remuneration Committee's recommendation on the re-election of the retiring Directors. The retiring Directors had abstained from deliberations and decisions on their re-election at the Nomination and Remuneration Committee and Board meetings.

The Nomination and Remuneration Committee had assessed Tan Sri Dato' Seri Dr. Aseh bin Haji Che Mat and considered the Director's performance and contribution based on the Board and Directors Effectiveness Evaluation, his contribution to the Board deliberations, time commitment and his ability to act in the best interests of the Company in decision-making. The Nomination and Remuneration Committee also reviewed and assessed Tan Sri Dato' Seri Dr. Aseh's independence in accordance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad as well as Fit & Proper Assessment based on the Fit & Proper Policy of the Company. 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 Dato' Chan Choon Ngai and considered the Director's performance and contribution based on the Board and Directors Effectiveness Evaluation, his contribution to the Board deliberations, time commitment and his ability to act in the best interests of the Company in decision-making. The Nomination and Remuneration Committee also reviewed and assessed Dato' Chan Choon Ngai's independence in accordance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad as well as Fit & Proper Assessment based on the Fit & Proper Policy of the Company. 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 Eric Ooi Lip Aun and considered the Director's performance and contribution based on the Board and Directors Effectiveness Evaluation, his contribution to the Board deliberations, time commitment and his ability to act in the best interests of the Company in decision-making. The Nomination and Remuneration Committee also reviewed and assessed Eric Ooi Lip Aun's independence in accordance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad as well as Fit & Proper Assessment based on the Fit & Proper Policy of the Company. The Board had endorsed the Nomination and Remuneration Committee's recommendation subject to the shareholders' approval at this AGM.

The details and profiles of Directors who are standing for re-election at the 62nd AGM are provided in the Directors Profile Section of the Company's Annual Report 2022.

Ordinary Resolution 4 – Payment of Directors' fees and Board Committees' fees to the Non-Executive Directors.

- i) The Company is seeking shareholders' approval for the payment of Directors' fees and Board Committees' fees to Non-Executive Directors for the period commencing 4 May 2023 until the next AGM of the Company based on the fee structure below.

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

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- ii) The current NRC Chair is the Chairman of the Board. To be more aligned with the Malaysian Code on Corporate Governance, specifically with Practice 1.4, the Company will appoint a new NRC Chair, who will be paid the following fees:

Structure	Chairman Fee (RM per annum)
Nomination and Remuneration Committee	10,000

Ordinary Resolution 5 – Payment of Non-Executive Directors’ benefits of up to RM250,000

The Company is seeking shareholders’ approval for the payment of Non-Executive Directors’ benefits of up to RM250,000 for the period commencing 4 May 2023 until the next AGM of the Company based on the fee structure below.

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

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

The Non-Executive Directors who are shareholders of the Company will abstain from voting on Resolution 4 and Resolution 5.

Ordinary Resolution 6 – Re-appointment of Auditors

The Audit Committee had undertaken an annual assessment of the external auditors, KPMG PLT on their 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 Company.

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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 4 April 2023, 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 62nd 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 62nd 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 62nd 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 62nd AGM.