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If you have sold or otherwise transferred all of your existing ordinary shares in British American Tobacco p.l.c. (“BAT” or the “Company” and together with its subsidiary undertakings, the “BAT Group”), please send this document, together with the accompanying form of proxy (the “Proxy Form”), Proxy Form — South Africa (“PFSA”) or Voting Instruction Form, as appropriate, (other than documents or forms personalised to you) as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. However, these documents should not be forwarded, distributed or transmitted in, into or from any jurisdiction where to do so would violate the laws of that jurisdiction. If you have sold or otherwise transferred only part of your holdings of ordinary shares in BAT, you should retain these documents and contact the bank, stockbroker or other agent through whom the sale or transfer was effected.

This document should be read as a whole.



British American Tobacco p.l.c.
(incorporated and registered in England and Wales under the Companies Act 1985 under number 03407696)

NOTICE OF ANNUAL GENERAL MEETING 2021
to be held at Globe House, 4 Temple Place,
London, WC2R 2PG
on Wednesday 28 April 2021 at 11.30am

The Notice of the Annual General Meeting is set out on pages 10 to 12.

A Proxy Form, PFSA or Voting Instruction Form, as appropriate, for use at this Annual General Meeting is enclosed. To be valid, the Proxy Form, PFSA or Voting Instruction Form, as appropriate, should be completed, signed and returned in accordance with the instructions printed thereon and Appendix 1 of this Notice of Annual General Meeting. Proxy Forms and PFSA's must be received (1) in the case of a shareholder on the UK Main Register (“UK Register”) by Computershare Investor Services PLC (the “UK Registrar”), at The Pavilions, Bridgwater Road, Bristol BS99 6ZZ, United Kingdom; or (2) in the case of a holder of ordinary shares in a certificated form on the South Africa Branch Register (“SA Branch Register”) by Computershare Investor Services Proprietary Limited (the “SA Registrar”), at Rosebank Towers, 15 Biermann Avenue, Rosebank 2196, (Private Bag X9000, Saxonwold, 2132), South Africa, as soon as possible but in any event must arrive not later than 48 hours before the time fixed for the start of the meeting.

The following documents are available to be viewed at or downloaded from the British American Tobacco website:

Annual Report 2020 www.bat.com/annualreport
Performance Summary 2020 www.bat.com/annualreport
Notice of Annual General Meeting 2021 www.bat.com/AGM

CONTENTS

Letter from the Chairman	1
Explanation of the AGM Resolutions	1
Notice of Meeting	10
Appendix 1: Voting	A-1
Appendix 2: Additional Statutory and Regulatory Information	A-6
Appendix 3: Meeting Information	A-7
Appendix 4: Shareholder Information	A-8
Listings and Shareholder Services	A-8
Dividends	A-9
Calendar 2021	A-10

PLEASE READ CAREFULLY

BRITISH AMERICAN TOBACCO P.L.C. ("BAT")

Arrangements for the 2021 Annual General Meeting ("AGM") in light of COVID-19

Our preference had been to welcome shareholders in person to our 2021 Annual General Meeting, particularly given the constraints we faced in 2020 due to the COVID-19 pandemic. However, at the time of publication of this document, the UK Government's roadmap to lifting the COVID-19 restrictions do not allow us to hold an in-person meeting. We are therefore proposing to hold the Annual General Meeting at the Company's Head Office with the minimum attendance required to form a quorum (arranged by the Company). Shareholders and others will not be permitted to attend the Annual General Meeting in person but can be represented by the Chair of the meeting acting as their proxy.

Given the evolving nature of the situation, we will notify shareholders of any changes to the arrangements for the 2021 Annual General Meeting as early as is possible before the date of the meeting. Such updates will be included on our website at www.bat.com/agm and announced via a Regulatory News Service, such announcements are also available on our website.

Proxies

We strongly recommend that all shareholders complete and return their proxy instruction appointing the Chair of the meeting as their proxy. This will ensure that your vote will be counted even if attendance at the meeting is restricted or you are unable to attend in person. All proxy instructions must be received by 11.30am on 26 April 2021 by our Registrars. Further details on how to appoint a proxy are provided in Appendix 1.

Shareholder Engagement Event

The Board will provide shareholders with an opportunity to view presentations from the Chairman and Chairman Designate and hear the Company's response to pre-submitted shareholder questions. The presentations, Q&A video and Q&A transcript will be made available on our website on Wednesday 21 April 2021 by no later than 2.00pm UK time. Further information on this event is provided on page A-7.

Details on how to submit a question about the business of the AGM can be found at www.bat.com/agm. We will endeavour to respond to all questions received by 5.00pm UK time on 14 April 2021 either in the presentation and Q&A video or via our website on Wednesday 21 April 2021. We will endeavour to publish response to questions received after that deadline on our website on or before the date of the AGM. Questions may be summarised or thematically grouped as part of our response.

Paul McCrory
Secretary
11 March 2021



LETTER FROM THE CHAIRMAN

Globe House
4 Temple Place
London
WC2R 2PG

11 March 2021

Dear Shareholder

Annual General Meeting

Introduction

The 2021 Annual General Meeting of British American Tobacco p.l.c. (the “Meeting” or the “AGM”) will be held at 11.30am on Wednesday 28 April at Globe House, 4 Temple Place, London, WC2R 2PG. The Notice of Meeting is set out on pages 10 to 12 of this document.

In light of the continuing COVID-19 restrictions which preclude shareholders and others from attending the AGM in person, we strongly encourage you to appoint the Chair of the Meeting as your proxy by using one of the methods set out in Appendix 1 of this document so that your vote is counted.

There will be an opportunity for shareholders to submit questions about the business of the AGM with responses provided as part of the Company’s Shareholder Engagement video. Questions should be submitted via the Company’s website: www.bat.com/agm. Further information on how to submit questions and view the Shareholder Engagement video is available on page A-7.

Voting on Resolutions 1 to 20 will be conducted by way of a poll.

I am very pleased that, after conducting a thorough selection process in 2020, the Nominations Committee recommended to the Board the appointment of Luc Jobin as my successor as Chairman of the Board, and I will retire as a Director at the conclusion of the AGM. Further information on the appointment process can be found on page 2.

The Board has declared an interim dividend of 215.6p per ordinary share of 25p, payable in four equal quarterly instalments of 53.9p per ordinary share in May 2021, August 2021, November 2021 and February 2022. The dividend payments will be made to shareholders registered on the UK Register or the SA Branch Register and to holders of American Depositary Shares (“ADSs”), each on the applicable record dates. The dividends receivable by ADS holders in US dollars will be calculated based on the exchange rate on the applicable payment dates.

The Company’s articles of association provide the Directors with the required authority to pay interim dividends and in accordance with the Companies Act 2006 (the “2006 Act”) there is no requirement for interim dividends to be approved by shareholders.

Further information on dividends can be found on page A-9.

Explanation of the AGM Resolutions

The following paragraphs explain, in summary, the Resolutions to be proposed at the Meeting.

Resolution 1: Receipt of the 2020 Report and Accounts

The Directors must present the Company’s annual report and accounts to the Meeting and shareholders may raise any questions on the reports and financial statements under this Resolution.

Resolution 2: Directors’ remuneration report

In accordance with the provisions of the 2006 Act, the Directors’ remuneration report (the “Remuneration Report”) in the Company’s annual report and accounts for the year ended 31 December 2020 (the “Annual Report 2020”) consists of:

- (1) the Annual Statement on Remuneration by Dimitri Panayotopoulos, Chairman of the Remuneration Committee; and
- (2) the Annual Report on Remuneration, which sets out the remuneration paid to the Company's Directors during the year ended 31 December 2020.

Shareholders approved the Directors' remuneration policy in relation to future payments to the Directors and former Directors at the Annual General Meeting held on 25 April 2019 (the "Approved Policy"). For ease of reference, a summary of the key elements of the Approved Policy as it principally applied to remuneration paid during 2020 is included in the Annual Report on Remuneration.

This summary does not form part of the Remuneration Report for the purposes of Resolution 2. The Approved Policy is set out in full in the Annual Report 2018. Please refer to Appendix 4 for details of how to obtain a copy of an Annual Report and other British American Tobacco publications. The full Approved Policy continues to be displayed in the "Reporting: Annual reporting" section of bat.com.

The Directors' remuneration policy will be put to shareholders for approval again no later than the Company's Annual General Meeting in 2022.

Resolution 2 is an ordinary resolution to approve the Remuneration Report, other than the part containing the summary of the Approved Policy described above. Resolution 2 is an advisory resolution and is not specific to individual levels of remuneration and does not affect the future remuneration paid to any Director.

A vote of 38.06% was received against the resolution in connection with the Directors' remuneration report at our Annual General Meeting in 2020. We have engaged with a number of shareholders that voted against this resolution to understand their position and perspectives on the management of executive pay and, in particular, within the evolving market context.

The Remuneration Committee has discussed the feedback in detail and the matters raised by shareholders remain under active consideration in 2021.

Resolution 3: Reappointment of the Auditors

The Company is required to appoint auditors at each general meeting at which accounts are presented, to hold office until the conclusion of the next such meeting. This Resolution, on the recommendation of the Audit Committee, proposes the reappointment of KPMG LLP as auditors of the Company.

Resolution 4: Authority for the Audit Committee to agree the Auditors' remuneration

This Resolution authorises the Audit Committee to approve the terms of engagement of and to set the remuneration of the Company's auditors.

Resolutions 5 to 13: Re-election of Directors

Resolutions 14 and 15: Elections of Directors appointed since the last Annual General Meeting

In accordance with Provision 18 of the UK Corporate Governance Code 2018, all directors of premium listed companies should be subject to election or re-election by their shareholders every year. The Company is submitting all eligible Directors for re-election and in the case of Karen Guerra and Darrell Thomas, election for the first time. Prior to making recommendations to the Board in respect of the Directors' submission for election or re-election (as applicable), the Nominations Committee carried out an assessment of each Director, including their performance, contribution to the long-term sustainable success of the Company and, in respect of each of the Non-Executive Directors, their continued independence.

The Board considers the length of service of the members of the Board as a whole and the need for it to refresh its membership progressively over time. The Nominations Committee led the selection processes leading to the recommendation of Luc Jobin for appointment as Chairman and the appointments of Karen Guerra and Darrell Thomas as Non-Executive Directors with effect from 14 September 2020 and 7 December 2020 respectively. The selection process for these roles included careful consideration of candidates' skills, expertise, diversity of attributes and their fit with the applicable role criteria. For further information on the Board succession planning process and these Board appointments, please refer to page 107 of the Annual Report 2020.

The results of the internal 2020 Board evaluation show that the Board and its Committees continue to function effectively and that the working relationships between the Board and its Committees continue to be sound. The process of formal evaluation confirms that each Director being proposed for election or re-election (as applicable) makes an effective and valuable contribution to the Board and demonstrates

commitment to their roles including making sufficient time for Board and Committee meetings and other duties. For further information on the 2020 Board evaluation, please refer to page 104 of the Annual Report 2020.

It is with this background that the Board recommends the re-election or election of Directors as set out in the separate Resolutions 5 to 13 and 14 and 15, respectively. A summary of the skills, experience and contribution of each Director proposed for election and re-election, which in the Board's view illustrates why each Director's contribution is, and continues to be, important to the Company's long-term sustainable success, is set out below.

Resolution 5: Luc Jobin

Position: Chairman Designate since March 2021; Non-Executive Director since July 2017; member of the Audit and Nominations Committees. Luc will become Chairman at the conclusion of the AGM on 28 April 2021 and will step down from the Audit Committee on appointment as Chairman.

Nationality: Canadian

Age: 61

Experience: Luc was President and Chief Executive Officer of Canadian National Railway Company from July 2016 until March 2018, having served as Executive Vice President and Chief Financial Officer since 2009. Previously, he was Executive Vice President of Power Corporation of Canada (an international financial services company) from 2005 to 2009. Luc was Chief Executive Officer of Imperial Tobacco Canada from 2003 to 2005 and Executive Vice President and Chief Financial Officer from 1998 to 2003. Luc previously served as an independent Non-Executive Director of Reynolds American Inc. from 2008 until its acquisition by the Group.

Relevant skills and contribution to the Board: Luc brings significant financial, regulatory and M&A experience to the Board, together with extensive North American knowledge and experience of enterprise transformation and consumer and customer businesses.

External appointments: Independent Director of Hydro-Quebec and Independent Director and Chairman of the Audit and Finance Committee of Gildan Activewear Inc..

Resolution 6: Jack Bowles

Position: Chief Executive since April 2019; Executive Director since January 2019.

Nationality: French

Age: 57

Experience: Jack joined the Group in 2004 and was appointed as Chairman of British American Tobacco France in 2005, before becoming Managing Director of British American Tobacco Malaysia in 2007. He joined the Management Board as Regional Director for Western Europe in 2009, becoming Regional Director for the Americas in 2011, then Regional Director for Asia-Pacific in 2013. He became Chief Operating Officer in 2017 and Chief Executive Designate in November 2018, before being appointed to the Board in January 2019.

Relevant skills and contribution to the Board: Jack brings significant management, innovation, and strategic leadership to the Board, developed through his previous roles across many of the Group's key geographies and areas of business. This enables him to effectively lead the Group and deliver our ambition to build a better tomorrow.

External appointments: No external appointments.

Resolution 7: Tadeu Marroco

Position: Finance and Transformation Director since August 2019.

Nationality: Brazilian

Age: 54

Experience: Tadeu joined the Group in Brazil in 1992 and joined the Management Board as Director, Business Development in 2014, later becoming Regional Director, Western Europe in 2016 and then Regional Director, Europe and North Africa in January 2018. He was appointed Director, Group Transformation in January 2019 and, in addition to this role, he was appointed Deputy Finance Director in March 2019, before joining the Board as Finance Director in August 2019. As Finance and Transformation Director, Tadeu's role includes leadership of the design and delivery of the Group's QUEST transformation programme, to accelerate delivery of Group strategy.

Relevant skills and contribution to the Board: Tadeu brings broad experience gained in various national, regional and global finance and general leadership roles, through his previous roles across the Group. These experiences make Tadeu particularly well-placed to contribute to the Group's transformation and broader strategic agenda.

External appointments: No external appointments.

Resolution 8: Sue Farr

Position: Non-Executive Director since February 2015; member of the Nominations and Remuneration Committees.

Nationality: British

Age: 65

Experience: Sue's extensive career includes Director, Strategic and Business Development of Chime Group and a number of senior marketing and communications positions, including: Director of Marketing BBC, Corporate Affairs Director of Thames Television and Director of Communications of Vauxhall Motors. Sue is a former Chairwoman of both the Marketing Society and the Marketing Group of Great Britain.

Relevant skills and contribution to the Board: Sue contributes considerable expertise in relation to marketing, branding and consumer issues, which are key areas of focus for the Board.

External appointments: Non-Executive Director and Chair of the Remuneration Committee of Accsys Technologies PLC; Non-Executive Director of Helical plc; and Non-Executive Director of Unlimited Group Limited.

Resolution 9: Jeremy Fowden

Position: Non-Executive Director since September 2019; member of the Audit and Nominations Committees.

Nationality: British

Age: 64

Experience: Jerry is Chairman of Primo Water Corporation ("Primo") (formerly Cott Corporation), a US pure-play water solutions provider, having been CEO from 2009 until December 2018. Prior to joining Primo, Jerry held a variety of executive roles, including: CEO of Auto Trader Group; a number of roles at AB InBev, including CEO of Bass Breweries in the UK, Global Chief Operating Officer and European President; Executive Director of The Rank Group; and CEO of the Beverage Division at the Hero Group.

Relevant skills and contribution to the Board: Jerry brings extensive experience in leadership and strategic transformation to the Board and contributes considerable insight in relation to US operational issues, an important market for the Group.

External appointments: Chairman of Primo; Non-Executive Director and Chair of the Compensation and Human Resources Committee of Constellation Brands, Inc..

Resolution 10: Dr Marion Helmes

Position: Non-Executive Director since August 2016; member of the Nominations and Remuneration Committees.

Nationality: German

Age: 55

Experience: Marion's extensive career includes Chief Financial Officer positions at Celesio, Q-Cells and ThyssenKrupp Elevator Technology and, more recently, she has served as a member of a variety of supervisory boards.

Relevant skills and contribution to the Board: Marion brings significant financial expertise and operational experience gained at an international level, having spent her working life managing businesses across Europe, the Americas and Asia. Her experience as a member of various supervisory boards enables Marion to bring a range of insights to the Board's discussions.

External appointments: Vice Chairwoman of the Supervisory Board and Co-Chairwoman of the Presiding and Nomination Committee of ProSiebenSat.1 Media SE; Supervisory Board member and Chairman of the Audit Committee of Heineken N.V. and Supervisory Board member of Siemens Healthineers AG.

Resolution 11: Holly Keller Koeppel

Position: Non-Executive Director since July 2017; Chairman of the Audit Committee and member of the Nominations Committee.

Nationality: American

Age: 62

Experience: Up until April 2018, Holly was a Senior Advisor to Corsair Capital LLC, where she had previously served as Managing Partner and Co-Head of Infrastructure from 2015 until her retirement in 2017. From 2010 to 2015, she served as Co-Head of Citi Infrastructure Investors and prior to 2010 she held financial and executive management roles with American Electric Power Company, Inc. and Consolidated Natural Gas Company. Holly previously served as an independent Non-Executive Director of Reynolds American Inc. from 2008 until its acquisition by the Group.

Relevant skills and contribution to the Board: Holly's extensive international operational and financial management experience in a range of industry sectors enables her to make important contributions to the Board.

External appointments: Non-Executive Director of Vesuvius plc (until the close of their AGM on 12 May 2021); Director and Chair of the Governance Committee of AES Corporation; Director of Arch Coal Inc.; Non-Executive Director of Flutter Entertainment plc with effect from 13 May 2021.

Resolution 12: Savio Kwan

Position: Non-Executive Director since January 2014; member of the Nominations and Remuneration Committees.

Nationality: British

Age: 73

Experience: During his extensive career Savio has worked broadly in technology for General Electric, BTR plc and Alibaba Group, China's largest internet business, where he was both Chief Operating Officer and, later, a Non-Executive Director.

Relevant skills and contribution to the Board: Savio brings significant business leadership experience to the Board, together with a deep knowledge of Greater China and Asia, an important region for the Group.

External appointments: Co-Founder and CEO of A&K Consulting Co Ltd, advising entrepreneurs and their start-up businesses in China; Member of the Governing Body of the London Business School; Non-Executive Director of the Alibaba Hong Kong Entrepreneur Fund and Crossborder Innovative Ventures International Limited; and Non-Executive Director and Advisory Board member of Homaer Financial.

Resolution 13: Dimitri Panayotopoulos

Position: Senior Independent Director since April 2020; Non-Executive Director since February 2015; Chairman of the Remuneration Committee and member of the Nominations Committee.

Nationality: Greek/British

Age: 69

Experience: Dimitri was Vice Chairman and Adviser to the Chairman and CEO of Procter & Gamble ("P&G"), where he started his career in 1977. During his time at P&G, Dimitri led on significant breakthrough innovations and continued to focus on this, speed-to-market and scale across all of P&G's businesses while Vice Chairman of all the Global Business Units.

Relevant skills and contribution to the Board: Dimitri has extensive general management and international sales and brand building expertise, which enables him to make valuable contributions to Board discussions on these important topics.

External appointments: Senior Adviser at The Boston Consulting Group; Advisory Board member of JBS USA; Board Member of IRI; Board Member of North Atlantic Acquisition Corporation.

Resolution 14: Karen Guerra

Position: Non-Executive Director since September 2020; member of the Nominations and Remuneration Committees.

Nationality: British

Age: 64

Experience: Karen has held a variety of executive roles, including President and Director General of Colgate Palmolive France, and Chairman and Managing Director of Colgate Palmolive UK Limited. She was formerly a Non-Executive Director of Electrocomponents p.l.c., Davide Campari-Milano S.p.A, Paysafe PLC, Inchcape PLC, Samlerhuset BV and Swedish Match AB.

Relevant skills and contribution to the Board: Karen brings valuable international experience, particularly in marketing, sales and consumer goods insight to the Board.

External appointments: Non-Executive Director of Amcor p.l.c..

Resolution 15: Darrell Thomas

Position: Non-Executive Director since December 2020; member of the Audit and Nominations Committees.

Nationality: American

Age: 60

Experience: Darrell is currently Vice President and Treasurer for Harley-Davidson, Inc., having previously held several senior finance positions including Interim Chief Financial Officer for Harley-Davidson, Inc., Chief Financial Officer for Harley-Davidson Financial Services, Inc. and Vice President

and Assistant Treasurer, PepsiCo, Inc. Prior to joining PepsiCo, Inc. Darrell had a 19 year career in banking with Commerzbank Securities, Swiss Re New Markets, ABN Amro Bank and Citicorp/Citibank where he held various capital markets and corporate finance roles.

Relevant skills and contribution to the Board: Darrell brings extensive US, financial and regulatory experience to the Board.

External appointments: Vice President and Treasurer for Harley-Davidson, Inc.; Board member of Sojourner Family Peace Center, Inc..

Resolution 16: Renewal of the Directors' authority to allot shares

Resolution 17: Renewal of the Directors' authority to disapply pre-emption rights

The Board currently has in place the following authorities, each granted by shareholders until the next following Annual General Meeting, at the Annual General Meeting held on 30 April 2020:

- (a) authority under section 551 of the 2006 Act to allot relevant securities up to the amount representing two-thirds of the Company's then issued ordinary share capital (excluding treasury shares), of which approximately one-third can only be allotted pursuant to a rights issue (the "Allotment Authority"); and
- (b) authority under section 570 of the 2006 Act to allot shares for cash in certain circumstances otherwise than pro rata to all shareholders (the "Pre-emption Authority").

Both the Allotment Authority and the Pre-emption Authority are due to expire at the conclusion of this year's Meeting and, in keeping with best practice, shareholders will continue to have the opportunity to vote on the renewal of these authorities each year so that the authorities may be up-to-date and continue to be of equal duration, giving the Company certainty and flexibility in its financing arrangements.

The Investment Association ("IA") has in place certain share capital management guidelines (the "IA Guidelines") which state that IA members will permit, and treat as routine, resolutions seeking authority to allot shares representing up to one-third of a company's issued share capital. In addition, they will treat as routine a request for authority to allot shares representing an additional one-third of a company's issued share capital provided that it is only used to allot shares pursuant to a fully pre-emptive rights issue.

The Board acknowledges that, whilst the Allotment Authority resolution was passed at the 2020 Annual General Meeting, a significant minority of our shareholders (25.59%) did not support the resolution. Through our shareholder engagement, the Board is aware that there is a divergence between prevailing UK market practice for FTSE companies to retain an authority to allot in line with the IA Guidelines, and governance policies maintained by certain overseas investors which either do not support a general allotment authority or only support a general authority at lower levels.

Whilst we recognise that some shareholders are unable to support an allotment authority at the level sought, this level of authority continues to be supported by the majority of our shareholders and is in line with prevailing UK market practice and the IA Guidelines.

Although there is no present intention to exercise this authority, the Board continues to consider that this level of authority is appropriate to maintain flexibility for the Company.

We will maintain dialogue with shareholders for which this authority continues to present concerns and will keep market practice in this area under review.

Having regard to the IA Guidelines, the Board considers it appropriate that Directors be granted authority to allot shares in the capital of the Company up to a maximum nominal amount of £382,435,258 representing the guideline limit of approximately two-thirds of the Company's issued ordinary share capital (excluding treasury shares) as at 10 March 2021 (the latest practicable date prior to publication of this letter). Of this amount £191,217,629 representing approximately one-third of the Company's issued ordinary share capital (excluding treasury shares), can only be allotted pursuant to a rights issue.

The authority proposed in Resolution 16 will expire at the conclusion of the 2022 Annual General Meeting, or if earlier, 28 July 2022 unless previously revoked, varied or extended by the Company in a general meeting. The Company held 161,982,116 ordinary shares in treasury, representing 6.6% of the issued ordinary share capital of the Company as at the close of business on 10 March 2021 (the latest practicable date prior to publication of this letter).

Resolution 17 is a special resolution and will give the Directors authority to allot shares in the capital of the Company for cash pursuant to the authority granted under Resolution 16 above or by way of sale of treasury shares without complying with the pre-emption rights in the 2006 Act in certain circumstances. This authority will permit the Directors to allot:

- (a) shares up to a nominal amount of £382,435,258 representing two-thirds of the Company's issued share capital, on an offer to existing shareholders on a pre-emptive basis.

However, unless the shares are allotted pursuant to a rights issue (rather than an open offer), the Directors may only allot shares up to a nominal amount of £191,217,629 representing one-third of the Company's issued share capital (in each case subject to any adjustments, such as for fractional entitlements and overseas shareholders, as the Directors see fit); and

- (b) shares up to a maximum nominal value of £28,682,644 representing approximately 5% of the issued ordinary share capital of the Company (excluding treasury shares) as at 10 March 2021 (the latest practicable date prior to publication of this letter), otherwise than in connection with an offer to existing shareholders.

The Directors have no present intention of exercising this authority. The Directors confirm their intention to follow the provisions of the Pre-Emption Group's Statement of Principles (the "Principles") regarding cumulative usage of authorities within a rolling three-year period. The Principles provide that companies should not issue shares for cash representing more than 7.5% of a company's issued share capital (excluding treasury shares) in any rolling three-year period, other than to existing shareholders and without prior consultation with shareholders.

The authority contained in Resolution 17 will expire upon the expiry of the general authority conferred by Resolution 16, save that the Company shall be entitled to make offers or agreements before the expiry of such power which would or might require equity securities to be allotted after such expiry and the Directors shall be entitled to allot equity securities pursuant to any such offer or agreement as if the power conferred hereby had not expired.

Resolution 18: Authority for the Company to purchase its own shares

Under the 2006 Act the Company requires authorisation from a general meeting if it is to purchase its own shares. The present authority for the Company to purchase its own shares (granted at the 2020 Annual General Meeting) will expire at the 2021 Annual General Meeting. The Directors are seeking a fresh authority for the Company to purchase its ordinary shares in order that the appropriate mechanisms are in place to enable the share buy-back programme to commence at any time when, in the opinion of the Directors, the exercise of the authority would result in an increase in the Company's earnings per share and would be in the interest of its shareholders generally.

Resolution 18 seeks to renew the authority given at the Annual General Meeting on 30 April 2020. This special resolution authorises the Company to purchase up to a maximum of 229.4 million ordinary shares, representing approximately 10% of its issued ordinary share capital (excluding treasury shares) as at the close of business on 10 March 2021 (the latest practicable date prior to the publication of this letter), subject to the limitations in paragraphs (b) and (c) of the Resolution on the maximum and minimum prices that may be paid. The authority given by this Resolution will expire at the conclusion of the Annual General Meeting in 2022 unless renewed, varied or revoked at that or any earlier general meeting of shareholders.

The Company will have the option either of holding in treasury or cancelling any shares purchased under this authority. It is the Company's practice to place all repurchased shares in treasury and this policy is expected to continue for any shares purchased under this authority. Treasury shares can be sold quickly and cost effectively, for cash, giving the Company additional flexibility in the management of its funding requirements.

Whilst in treasury no dividends are paid on the shares and they have no voting rights. There is no statutory limit on the percentage of share capital that a company is permitted to hold as treasury shares. However, in keeping with the IA Guidelines, the Company will continue to limit the number of shares that it holds as treasury shares to no more than 10% of its issued share capital.

In the absence of the necessary practical arrangements, this Resolution has not been extended to enable the Company to purchase its own ordinary shares on the Johannesburg Stock Exchange (JSE Limited) in South Africa or on the New York Stock Exchange in the form of American Depositary Shares.

As at 10 March 2021 (the latest practicable date prior to publication of this letter), there were no outstanding warrants for equity shares in the Company and the total number of option rights to subscribe for equity shares was 799,828. These rights are equivalent to 0.0349% of the issued share capital (excluding treasury shares) as at that date and would represent 0.0436% of the issued share capital of the Company (excluding treasury shares) if the full authority to purchase its own shares in accordance with this Resolution and the existing authority to purchase taken at last year's Annual General Meeting (which expires at the end of this year's Annual General Meeting) were to be exercised by the Company.

Resolution 19: Authority to make donations to political organisations and to incur political expenditure

The Company and its subsidiaries are prohibited by the 2006 Act from making certain donations to any political party or other political organisation or to any independent election candidate (as such terms are defined in the 2006 Act sections 366 and 367) of more than £5,000 in total in any period of twelve months, and from incurring political expenditure, unless they have been authorised to do so in advance by the Company's shareholders.

At its Annual General Meeting in April 2020, the Company and its subsidiaries were granted authority in accordance with the 2006 Act to make donations to political organisations and to incur political expenditure. This authority was granted for a period of one year and was subject to caps of £100,000 on donations to such political organisations and of £100,000 on such political expenditure during that period.

What constitutes a political donation, a political party, a political organisation, or political expenditure is not always clear, as the legislation is capable of wide interpretation. Sponsorship, subscriptions, payment of expenses, paid leave for employees fulfilling public duties, and support for bodies representing the business community in policy review or reform, may potentially fall within this wide definition.

Therefore, notwithstanding that the Company has no current intention of making any donation to, or incurring any political expenditure in respect of, any political party or independent electoral candidate as such terms are defined in the 2006 Act, the Board has decided to put forward Resolution 19 to seek shareholders' authority to make such political contributions and to incur such political expenditure. This will allow the Company to continue to support the community and put forward its views to wider business and government bodies without running the risk of being in breach of the law.

In keeping with best practice, this proposed authority from shareholders will be at a level of £100,000. This authority will cover the period from the date this Resolution 19 is passed until the end of the next AGM of the Company or, if earlier, on 28 July 2022. Further, as permitted under the 2006 Act, Resolution 19 also covers any such political donations made, or political expenditure incurred, by any subsidiaries of the Company.

Resolution 20: Notice period for General Meetings

Resolution 20 is a special resolution to allow the Company to hold general meetings, other than Annual General Meetings ("AGMs"), on 14 days' notice.

The Company's articles of association include a provision which allows general meetings of the Company to be called on the minimum notice period provided for in the 2006 Act. Under the 2006 Act, the minimum notice period for general meetings of listed companies is 21 days, however it is possible to reduce this period to 14 days (other than for AGMs) provided that two conditions are met. The first condition is that a company offers facilities for shareholders to submit proxy appointments by electronic means. The second condition is that there is an annual resolution of shareholders approving the reduction in the minimum notice period from 21 days to 14 days.

Following shareholder approval at the 2020 Annual General Meeting, the Company is currently able to call general meetings (other than AGMs) on 14 clear days' notice and would like to preserve this ability by seeking a renewal of this authority at the Meeting.

The Board is therefore proposing Resolution 20 as a special resolution to approve 14 days as the minimum period of notice for all general meetings of the Company other than AGMs. The approval will be effective until the Company's next AGM, when it is intended that the approval be renewed. The shorter notice period would not be used as a matter of routine. Rather the Board will consider on a case by case basis whether the use of the flexibility offered by the shorter notice period is merited, taking into account the circumstances, including whether the business of the meeting is time sensitive, and is thought to be to the advantage of shareholders. Further, the shorter notice period would not be used unless both conditions as stated above are met.

Directors' recommendations

The Board considers that the Resolutions will promote the success of the Company and are in the best interests of the Company and its shareholders as a whole. The Directors unanimously recommend shareholders to vote in favour of Resolutions 1 to 20 as they intend to do in respect of their own beneficial shareholdings.

Voting documentation

Please refer to Appendix 1 for guidance notes on the completion and return of the Proxy Form and other applicable voting documentation.

Yours sincerely

Richard Burrows
Chairman



NOTICE IS HEREBY GIVEN that the ANNUAL GENERAL MEETING of British American Tobacco p.l.c. will be held at 11.30am on Wednesday 28 April 2021 at Globe House, 4 Temple Place, London, WC2R 2PG to consider and, if thought fit, to pass Resolutions 1 to 16 and 19 as ordinary resolutions and Resolutions 17, 18, and 20 as special resolutions:

Report and Accounts

1. To receive the accounts and the reports of the Directors and Auditors for the year ended 31 December 2020.

Remuneration Report

2. To approve the Directors' remuneration report in the form set out in the Company's annual report and accounts for the year ended 31 December 2020.

Auditors

3. To reappoint KPMG LLP as the Company's auditors until the conclusion of the next Annual General Meeting of the Company.

Auditors' remuneration

4. To authorise the Audit Committee to agree the auditors' remuneration.

Re-election of Directors

To re-elect the following as Directors:

5. Luc Jobin
6. Jack Bowles
7. Tadeu Marroco
8. Sue Farr
9. Jeremy Fowden
10. Dr Marion Helmes
11. Holly Keller Koepfel
12. Savio Kwan
13. Dimitri Panayotopoulos

Directors appointed since the last Annual General Meeting

To elect the following as Directors:

14. Karen Guerra
15. Darrell Thomas

Authority to allot shares

16. That the Directors be and they are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ("Rights"):
 - (a) up to an aggregate nominal amount of £191,217,629; and
 - (b) up to a further aggregate nominal amount of £191,217,629 provided that: (i) they are equity securities (within the meaning of section 560(1) of the Companies Act 2006); and (ii) they are

offered by way of a rights issue to holders (“shareholders”) of ordinary shares of 25p each in the capital of the Company (“ordinary shares”) on the register of members at such record dates as the Directors may determine where the equity securities respectively attributable to the interests of the shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held or deemed to be held by them on any such record dates, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter,

provided that this authority shall expire on the date of the next Annual General Meeting of the Company after the passing of this Resolution or, if earlier, on 28 July 2022 save that the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors shall be entitled to allot shares and grant Rights pursuant to any such offer or agreement as if this authority had not expired; and all unexercised authorities previously granted to the Directors to allot shares and grant Rights be and are hereby revoked.

Authority to disapply pre-emption rights

17. That the Directors be and they are hereby empowered pursuant to sections 570 and 573 of the Companies Act 2006 to allot equity securities (within the meaning of section 560 of that Act) for cash either pursuant to the authority conferred by Resolution 16 above and by way of a sale of treasury shares as if section 561(1) of that Act did not apply to any such allotment, provided that this power shall be limited to:
- (a) the allotment of equity securities or sale of treasury shares in connection with an offer of securities (but in the case of the authority granted under paragraph (b) of Resolution 16 by way of rights issue only) in favour of the holders (“shareholders”) of ordinary shares of 25p each in the capital of the Company (“ordinary shares”) on the register of members at such record dates as the Directors may determine where the equity securities respectively attributable to the interests of the shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held or deemed to be held by them on any such record dates, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter; and
 - (b) the allotment of equity securities or sale of treasury shares (otherwise than pursuant to paragraph (a) of this Resolution 17) to any person or persons up to an aggregate nominal amount of £28,682,644, and shall expire upon the expiry of the general authority conferred by Resolution 16 above, save that the Company shall be entitled to make offers or agreements before the expiry of such power which would or might require equity securities to be allotted or treasury shares sold after such expiry and the Directors shall be entitled to allot equity securities or sell treasury shares pursuant to any such offer or agreement as if the power conferred hereby had not expired.

Authority to purchase own shares

18. That the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 to make market purchases (within the meaning of section 693(4) of that Act) of ordinary shares of 25p each in the capital of the Company (“ordinary shares”) provided that:
- (a) the maximum number of ordinary shares that may be purchased is 229.4 million representing approximately 10% of the issued ordinary share capital of the Company as at 10 March 2021;
 - (b) the minimum price that may be paid for an ordinary share is 25p;
 - (c) the maximum price that may be paid for an ordinary share is the higher of (i) an amount equal to 105% of the average of the middle-market prices shown in the quotation for an

ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased and (ii) the higher of the price of the last independent trade and the highest current independent bid for an ordinary share in the Company on the trading venues where the market purchases by the Company pursuant to the authority conferred by this Resolution 18 will be carried out;

- (d) this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this Resolution unless previously renewed, varied or revoked by the Company in a general meeting; and
- (e) the Company may enter into a contract to purchase its ordinary shares under this authority prior to its expiry, which contract will or may be executed wholly or partly after such expiry, and may purchase its ordinary shares in pursuance of any such contract.

Authority to make donations to political organisations and to incur political expenditure

19. That in accordance with, and for the purposes of, sections 366 and 367 of the Companies Act 2006, the Company and all companies which are subsidiaries of the Company during the period when this Resolution 19 has effect, be generally and unconditionally authorised to:

- (a) make political donations to political parties or independent election candidates not exceeding £100,000 in total;
- (b) make political donations to political organisations other than political parties not exceeding £100,000 in total; and
- (c) incur political expenditure not exceeding £100,000 in total,

(as such terms are defined in the Companies Act 2006) during the period beginning with the date of the passing of this Resolution and ending at the conclusion of the Annual General Meeting to be held in 2022 or, if earlier, on 28 July 2022, provided that the authorised sum referred to in paragraphs (a), (b) and (c) above, may be comprised of one or more amounts in different currencies which, for the purposes of calculating the said sum, shall be converted into pounds sterling at the exchange rate published in the London edition of the Financial Times on the date on which the relevant donation is made or expenditure incurred (or the first business day thereafter) or, if earlier, the day on which the Company enters into any contract or undertaking in relation to the same and provided that, in any event, the aggregate amount of political donations and political expenditure made or incurred by the Company and its subsidiaries pursuant to this Resolution shall not exceed £100,000.

Notice period for General Meetings

20. That a general meeting, other than an annual general meeting, may be called on not less than 14 clear days' notice.

By Order of the Board

Paul McCrory

Secretary

11 March 2021

Registered Office: Globe House

4 Temple Place London

WC2R 2PG

Registered in England and Wales No. 03407696

Notes:

1. A shareholder is entitled to appoint another person as his/her proxy to exercise all or any of his/her rights to attend and to speak and vote at the Meeting in his/her place. A proxy need not be a shareholder of the Company.
2. Please refer to Appendix 1 for further information about voting at the Annual General Meeting (including the submission of proxy forms and voting instructions) and for certain other additional information relating to the Meeting.
3. Please refer to the important information about the arrangements for the Annual General Meeting in light of COVID-19 on the contents page, in particular in relation to attendance and the recommendation to appoint the Chair of the Annual General Meeting as proxy.

APPENDIX 1: VOTING

Form of Annual General Meeting

1. Only shareholders, their attorneys, proxies and authorised representatives of corporations which are shareholders are entitled to attend, speak and vote at the Meeting. However, at present, the UK Government's roadmap to lifting the COVID-19 restrictions do not allow us to hold an in-person meeting such that shareholders and others will not be permitted to attend the Annual General Meeting in person. We strongly recommend that all shareholders appoint the Chair of the Meeting as proxy. This will ensure that your vote will be counted even if attendance at the meeting is restricted or you are unable to attend in person.

Voting: by corporate representatives

2. A corporate shareholder may authorise a person or persons to act as its representative(s) at the Annual General Meeting. In accordance with the provisions of the 2006 Act, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual shareholder in the Company, provided that they do not do so in relation to the same shares.

Voting: (1) Proxy Form; and (2) Proxy Form — South Africa

3. The guidance notes in this section are applicable to both: (1) shareholders with a Proxy Form; and (2) those certificated shareholders on the SA Branch Register with a Proxy Form — South Africa ("PFSA"). The particular procedures applicable to a Proxy Form and a PFSA are set out in the following paragraphs.
4. **A shareholder entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to exercise all or any of his rights to attend, speak and vote at the Meeting. A shareholder may appoint more than one proxy in relation to the Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. If multiple proxies are to be appointed, then a separate Proxy Form or PFSA must be completed for each proxy appointment. If you intend appointing additional proxies, please contact Computershare Investor Services PLC (on 0800 408 0094 or +44 370 889 3159) or Computershare Investor Services Proprietary Ltd (on 0861 100 634 or by fax on +27 11 688 5238) to obtain (an) additional form(s). Alternatively, you may photocopy the enclosed Proxy Form or PFSA. However please refer to the important information about the arrangements for the Annual General Meeting in light of COVID-19 on the contents page, in particular in relation to attendance and the recommendation to appoint the Chair of the Meeting as proxy.**
5. The appointment of the proxy may specify the proportion or the number of votes that the proxy may exercise. Where the appointment does not specify the proportion or number of the shareholder's votes each proxy may exercise, then the proxy is deemed to be authorised for the whole of the shareholder's holding (or in the case of a shareholder with designated accounts, the whole of the holding in the designated account).
6. A proxy need not be a shareholder of the Company but must attend the Meeting to represent you. Your proxy must vote as you instruct and must attend the Meeting for your vote to be counted.
7. If a proxy is not directed how to vote on an item of business the proxy may vote, or abstain from voting, as they think fit. A proxy shall have authority to demand, or join in demanding, a poll at the Meeting.
8. Should any resolution, other than those specified in this Notice of Meeting, be proposed at the Meeting, a proxy may vote on that resolution as they think fit.
9. If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the shareholder's behalf on the poll and the shares that are the subject of the proxy appointment will not be counted in calculating the required majority.
10. Shareholders who return their Proxy Forms or PFSA's with a direction on how to vote, but do not nominate the identity of their proxy, will be taken to have appointed the Chair of the Meeting as their proxy to vote on their behalf. Proxy appointments in favour of the Chair of the Meeting, the Secretary or any Director that do not contain a direction on how to vote will be used where possible to support each of the Resolutions proposed in this Notice of Meeting.

11. Completed Proxy Forms or PFSA's should be sent to the Company's UK Registrars or SA Registrars using the pre-addressed envelope provided with this Notice of Meeting.
12. To be effective, Proxy Forms must be lodged by 11.30am (UK time) on Monday 26 April 2021 for shareholders registered on the main register of members in the United Kingdom. Proxy forms lodged after this time will be invalid.
13. To be effective, PFSA's must be lodged by 12:30pm (South Africa time) on Monday 26 April 2021 for certificated shareholders registered on the SA Branch Register. PFSA's lodged after this time will be invalid.
14. Proxy Forms may be lodged using one of the following methods:
 - (1) by returning a completed Proxy Form by post to:

The Registrar for British American Tobacco p.l.c.
Computershare Investor Services PLC
The Pavilions Bridgwater Road
Bristol BS99 6ZZ United Kingdom

or
 - (2) by recording the proxy appointment electronically via the internet at www.eproxyappointment.com or by scanning the QR code at the top of the Proxy Form with your Smartphone. Full details of the procedure are given on that website and your Control Number, Shareholder Reference Number (SRN) and PIN can be found on your Proxy Form or email notification. Electronic proxy appointments must be received by Computershare Investor Services PLC no later than 11.30am (UK time) on Monday 26 April 2021.
15. PFSA's may be lodged by using one of the following methods:
 - (1) by returning a completed PFSA by post to:

The Registrar for British American Tobacco p.l.c.
Computershare Investor Services Proprietary Ltd
Rosebank Towers
15 Biermann Avenue
Rosebank 2196
(Private Bag, X9000, Saxonwold, 2132)
South Africa

or
 - (2) by recording the proxy appointment electronically via the internet at www.eproxyappointment.com.

Full details of the procedure are given on that website and your Control Number, Shareholder Reference Number (SRN) and PIN can be found on your PFSA or email notification. Electronic proxy appointments must be received by 12:30pm (South Africa time) on Monday 26 April 2021.

A completed PFSA may also be lodged by:

 - (1) a faxed copy to Computershare Investor Services Proprietary Ltd on +27 11 688 5238; or
 - (2) a scanned copy by email to Computershare Investor Services Proprietary Ltd at proxy@computershare.co.za.
16. The Proxy Form or PFSA must be signed by the shareholder or the shareholder's attorney. A Proxy Form or PFSA must be completed by, or on behalf of, the shareholder making the appointment. A corporation may execute a Proxy Form or PFSA either under its common seal or under the hand of (a) duly authorised officer(s). Where the appointment of a proxy is signed by the appointer's attorney, a certified copy of the power of attorney, or the power itself, must be received by Computershare Investor Services PLC or Computershare Investor Services Proprietary Ltd (as appropriate) by the deadlines stated in paragraphs 13 and 14 respectively.
17. In the case of joint holders, any one holder may sign the Proxy Form or PFSA. The vote of the senior holder who tenders a vote will be counted to the exclusion of the votes of the other joint holders. For this purpose, seniority is determined by the order in which the names appear on the register of shareholders.

18. Shareholders who return a Proxy Form or PFSA or register the appointment of a proxy electronically will still be able to attend the Meeting and vote in person if they so wish. If you attend the Meeting in person and vote, then your proxy appointment will automatically be terminated.
19. A copy of this Notice has been sent for information only to persons who have been nominated by a member to enjoy information rights under section 146 of the 2006 Act (“nominated persons”). The right to appoint a proxy does not apply to nominated persons. However, nominated persons may have a right under an agreement with the registered shareholder who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy.

Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of the voting rights. Nominated persons should also remember that their main point of contact in terms of their investment in the Company remains the shareholder who nominated the nominated person to enjoy information rights (or, perhaps, the custodian or broker who administers the investment on their behalf). Nominated persons should continue to contact that shareholder, custodian or broker (and not the Company) regarding any changes or queries relating to the nominated person’s personal details and interest in the Company (including any administrative matter). The only exception to this is where the Company expressly requests a response from a nominated person.

Voting: the CREST electronic proxy appointment service

20. Shareholders who are CREST members with shares held in uncertificated form who wish to appoint a proxy or proxies are encouraged to use the CREST electronic proxy appointment service by using the procedures described in the CREST Manual on the Euroclear website (www.euroclear.com/CREST). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
21. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a “CREST Proxy Instruction”) must be properly authenticated in accordance with Euroclear UK & Ireland Limited’s specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer’s agent (ID 3RA50) by the latest time for receipt of proxy appointments specified in paragraph 13 above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer’s agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
22. CREST members and, where applicable, their CREST sponsors or voting service provider(s), should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In connection with this, CREST members and, where applicable, their CREST sponsors or voting service provider(s) are referred to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
23. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Voting: voting instruction form for owners of shares dematerialised into Strate (“Voting Instruction Form”)

24. **Beneficial owners of shares on the SA Branch Register which are dematerialised through Strate (other than those referred to in paragraph 26 below) should promptly provide their Central Securities Depository Participant (“CSDP”) or broker with their voting instructions**

under the terms of the custody agreement entered into between the beneficial owner and CSDP or broker. The enclosed Voting Instruction Form may be used for this purpose (although such shareholders are advised to check this form for consistency with the custody agreement concluded between them and their CSDP or broker).

25. Beneficial owners who appointed Computershare Limited as their CSDP, with the instruction that their ordinary shares are to be registered in the electronic sub-register of members in their own names, must complete the Voting Instruction Form and return it no later than 12:30pm (South Africa time) on Monday 26 April 2021 to:

The Registrar for British American Tobacco p.l.c.
Computershare Investor Services Proprietary Ltd
Rosebank Towers
15 Biermann Avenue
Rosebank 2196
(Private Bag, X9000, Saxonwold, 2132)
South Africa

A completed Voting Instruction Form may also be faxed to Computershare Investor Services Proprietary Ltd on +27 11 688 5238. A Voting Instruction Form lodged after 12:30pm (South Africa time) on Monday 26 April 2021 will be deemed to be invalid. The Voting Instruction Form must be signed by the shareholder or the shareholder's attorney. The Voting Instruction Form must be completed by, or on behalf of, the shareholder giving the instructions. A corporation may execute the Voting Instruction Form either under its common seal or under the hand of a duly authorised officer(s). Where the Voting Instruction Form is signed by an attorney, a certified copy of the power of attorney, or the power itself, must be received by Computershare Investor Services Proprietary Ltd at the address above or by facsimile to +27 11 688 5238 by 12:30pm (South Africa time) on Monday 26 April 2021. If facsimile transmission is used the power of attorney must be certified.

Holders of dematerialised ordinary shares who appointed Computershare Limited as their CSDP with the instruction that their ordinary shares are to be registered in the electronic sub-register of members in their own name and who wish to register an electronic appointment of proxy, may do so at www.eproxyappointment.com. Full details of the procedure are given on that website and your Control Number, Shareholder Reference Number ("SRN") and PIN can be found on your Voting Instruction Form. Electronic proxy appointments must be received by 12:30pm (South Africa time) on Monday 26 April 2021.

26. Beneficial owners of shares which are dematerialised through Strate (including those who have 'own name' registration) wishing to attend the Meeting in person should promptly contact their CSDP or broker to obtain a letter of representation to enable them to do so.
27. Voting Instruction Forms and requests for letters of representation must be submitted by the relevant CSDP or broker no later than 12:30pm (South Africa time) on Monday 26 April 2021 so that they may be collated and verified by Strate prior to the Meeting. Beneficial owners should therefore submit their Voting Instruction Form or request for a letter of representation to their CSDP or broker within the time period required by the CSDP or broker or as stipulated in the custody agreement between the beneficial owner and the CSDP or broker.

Employee Share Ownership Plan — form of direction

28. Participants in the Company's Employee Share Ownership Plan (the "Plan") may direct the trustee of the Plan (the "Trustee") to vote on their behalf by registering their vote electronically with the Trustee, at www.equateplus.com no later than 5:00pm (UK time) on Tuesday 20 April 2021.

Share Plan Account

29. Individuals who are or were employed by a company in the British American Tobacco Group and who have deposited ordinary shares in the Company with Computershare Company Nominees Limited (the "Nominee") in connection with the Share Plan Account may exercise their voting rights in respect of those shares by registering their vote electronically with the Nominee at www.equateplus.com no later than 5:00pm (UK time) on Tuesday 20 April 2021.

Holders of American Depositary Shares (“ADSs”)

30. Holders of ADSs will receive a separate notice of meeting and proxy voting forms from Citibank N.A., as depositary bank for the American Depositary Receipt programme, scheduled to be dispatched on or around 17 March 2021.

Participants in the RAI 401k Savings Plan (the “401k Plan”) or the Puerto Rico Savings & Investment Plan (the “Puerto Rico SIP”) may send voting instructions to the trustee of the 401k Plan or the custodian of the Puerto Rico SIP to vote on their behalf for the ADSs allocated to their account under the 401k Plan or the Puerto Rico SIP. ADSs for which no instructions are received will be voted by the trustee of the 401k Plan and the custodian of the Puerto Rico SIP in the same proportion as the ADSs for which instructions are received by each of them.

Shareholders who are entitled to vote

31. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001 the Company gives notice that the time by which a person must be entered on the register of members (the UK Register/SA Branch Register) in order to attend or vote at the Meeting or adjourned Meeting (and for calculating the number of votes such a person may cast) is 6.00pm (UK time), in the case of the UK Register, and, in the case of the SA Branch Register, at 7:00pm (South Africa time) on the date which is two days prior to the Meeting or adjourned Meeting. Changes to entries on the register of securities after the relevant time will be disregarded in determining the rights of any person to attend or vote (and the number of votes they may cast) at the Meeting or adjourned Meeting.

Conduct of the Meeting

32. The quorum for the Meeting will be two persons entitled to vote upon the business to be transacted, each being a shareholder, or a proxy for a shareholder, or a duly authorised representative of a corporation which is a shareholder.
33. The Company must cause to be answered at the Meeting any question relating to the business being dealt with at the Meeting which is put by a member attending the Meeting, except (i) if to do so would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information, (ii) if the answer has already been given on a website in the form of an answer to a question, or (iii) if it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered. The Company will not answer questions submitted by shareholders ahead of the Meeting in the circumstances outlined in (i) to (iii) above.
34. Voting on Resolutions 1 to 20 at this Meeting will be conducted on a poll rather than a show of hands.

Notice of Meeting

35. If you have sold or transferred all of your shares, this Notice of Meeting should be passed on to the person through whom the sale or transfer was effected for transmission to the purchaser or transferee.
36. A copy of this Notice and the other information required by section 311A of the 2006 Act can be found on the Company’s website (www.bat.com).
37. You may not use any electronic address provided in this Notice of Meeting to communicate with the Company for any purposes other than those expressly stated.

APPENDIX 2: ADDITIONAL STATUTORY AND REGULATORY INFORMATION

Contracts of service

1. Copies of the contracts of service between each Executive Director and the Company and the letters of appointment of the Non-Executive Directors and the setting out the terms and conditions of their appointment are available for inspection during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) at the registered office of the Company up to the time of the Meeting (or, if the office is inaccessible due to restrictions imposed as a result of COVID-19, by alternative arrangements made with the Company Secretary). These, together with the register of Directors' interests in the shares of the Company and its subsidiaries, will be available at the AGM.

Statement of voting rights

2. As at 10 March 2021 (being the latest practicable date prior to publication of this document), the Company's issued share capital consisted of 2,294,611,554 ordinary shares of 25p each carrying one vote each (excluding treasury shares). As at 10 March 2021 the Company held 161,982,116 ordinary shares in treasury and is not permitted to exercise voting rights in respect of those shares.

Auditors

3. Shareholders satisfying the threshold requirements set out in section 527 of the 2006 Act can require the Company to publish a statement on its website setting out any matter relating to:
 - (a) the audit of the Company's accounts (including the auditors' report and the conduct of the audit) that are to be laid before the Meeting; or
 - (b) any circumstances connected with an auditor of the Company ceasing to hold office since the last Annual General Meeting, that the shareholders propose to raise at the Annual General Meeting.

Where the Company is required to publish a statement on its website, it must:

- (a) send a copy of the statement to the Company's auditors no later than the time it makes that statement available on the website; and
- (b) include the matters set out in the statement in the business of the Annual General Meeting.

APPENDIX 3: MEETING INFORMATION

The venue for the 2021 Annual General Meeting is Globe House, 4 Temple Place, London, WC2R 2PG.

In light of the COVID-19 restrictions in place at the time of signing the Notice of Meeting, we are proposing to hold the Annual General Meeting with the minimum attendance required to form a quorum. Shareholders will not be permitted to attend the Annual General Meeting in person but can be represented by the Chair of the meeting acting as their proxy.

Shareholder Engagement Event

The Board will provide shareholders with an opportunity to view presentations from the Chairman and Chairman Designate and hear the Company's response to pre-submitted shareholder questions. The Shareholder Engagement video will be made available on our website on Wednesday 21 April 2021 by no later than 2.00pm UK time.

Details on how to submit a question about the business of the AGM can be found at www.bat.com/agm. We will endeavour to respond to all questions received by 5.00pm UK time on 14 April 2021 either in the presentation and Q&A video or via our website on Wednesday 21 April 2021. We will endeavour to publish response to questions received after that deadline on our website on or before the date of the AGM. Questions may be summarised or thematically grouped as part of our response.

For information on how to access the video please go to www.bat.com/agm.

APPENDIX 4: SHAREHOLDER INFORMATION

Listings and Shareholder Services

Premium listing

London Stock Exchange (Share Code: BATS; ISIN: GB0002875804)

UK Registrar

Computershare Investor Services PLC
The Pavilions, Bridgwater Road Bristol BS99 6ZZ, UK
tel: 0800 408 0094; +44 370 889 3159
web-based enquiries: www.investorcentre.co.uk/contactus

British American Tobacco p.l.c.

Registered Office

Globe House, 4 Temple Place, London WC2R 2PG, UK
tel: +44 20 7845 1000

Secondary listing

JSE (Share Code: BTI)

Shares are traded in electronic form only and transactions settled electronically through Strate.

South African Registrar

Computershare Investor Services Proprietary Ltd
Private Bag, X9000, Saxonwold, 2132
South Africa
tel: 0861 100 634; +27 11 870 8216
email enquiries: web.queries@computershare.co.za

British American Tobacco p.l.c.

Representative Office in South Africa

Waterway House South, No. 3 Dock Road
V&A Waterfront
Cape Town
South Africa
PO Box 631, Cape Town 8000, South Africa
tel: +27 21 003 6712

American Depositary Receipts (ADRs)

NYSE (Symbol: BTI; CUSIP Number: 110448107)

BAT's shares are listed on the NYSE in the form of American Depositary Shares (ADSs) and these are evidenced by American Depositary Receipts (ADRs), each one of which represents one ordinary share of British American Tobacco p.l.c. Citibank, N.A. is the depositary bank for the sponsored ADR programme.

Citibank Shareholder Services
PO Box 43077, Providence, Rhode Island 02940-3077, USA
tel: 1 888 985 2055 (toll-free) or +1 781 575 4555
email enquiries: citibank@shareholders-online.com
website: www.citi.com/dr

Publications

Copies of current and past Annual Reports are available on request. Highlights from these publications can be produced in alternative formats such as Braille, audio tape and large print, contact:

British American Tobacco Publications
Unit 80, London Industrial Park, Roding Road London E6 6LS
tel: +44 20 7511 7797
email: bat@team365.co.uk

Alternatively contact the British American Tobacco p.l.c. Representative Office in South Africa using the contact details shown above.

Dividends

The Board has declared an interim dividend of 215.6 per ordinary share of 25p, payable in four equal quarterly instalments of 53.9p per ordinary share to shareholders registered on either the UK Register or the SA Branch Register and to ADS holders, each on the applicable record dates set out under the heading 'Key Dates' below.

Holders of American Depositary Shares ("ADSs")

For holders of ADSs listed on the New York Stock Exchange ("NYSE"), the record dates and payment dates are set out below. The equivalent quarterly dividends receivable by holders of ADSs in US dollars will be calculated based on the exchange rate on the applicable payment date. A fee of US\$0.005 per ADS will be charged by Citibank, N.A. in its capacity as depositary bank for the ADR programme in respect of each quarterly dividend payment.

South Africa Branch Register

In accordance with the JSE Limited ("JSE") Listing Requirements, the finalisation information relating to shareholders registered on the SA Branch Register (comprising the amount of the dividend in South African rand, the exchange rate and the associated conversion date) will be published on the dates stated below, together with South Africa dividends tax information.

The quarterly dividends are regarded as 'foreign dividends' for the purposes of the South Africa Dividends Tax. For the purposes of South Africa Dividends Tax reporting, the source of income for the payment of the quarterly dividends is the United Kingdom.

Key Dates

In compliance with the requirements of the London Stock Exchange ("LSE"), the NYSE and Strate, the electronic settlement and custody system used by the JSE, the following salient dates for the quarterly dividends payments are applicable. All dates are 2021, unless otherwise stated.

Event	Payment No. 1	Payment No. 2	Payment No. 3	Payment No. 4
Preliminary Announcement (includes declaration data required for JSE purposes)	17 February			
Publication of finalisation information (JSE)	15 March	29 June	20 September	13 December
No removal requests permitted between the UK Register and the SA Branch Register	15 March to 26 March (inclusive)	29 June to 9 July (inclusive)	20 September to 1 October (inclusive)	13 December to 24 December (inclusive)
Last Day to Trade (LDT) cum dividend (JSE)	23 March	6 July	28 September	21 December
Shares commence trading ex-dividend (JSE)	24 March	7 July	29 September	22 December
No transfers permitted between the UK Register and the SA Branch Register	24 March to 26 March (inclusive)	7 July to 9 July (inclusive)	29 September to 1 October (inclusive)	22 December to 24 December (inclusive)
No shares may be dematerialised or rematerialised on the SA Branch Register	24 March to 26 March (inclusive)	7 July to 9 July (inclusive)	29 September to 1 October (inclusive)	22 December to 24 December (inclusive)
Shares commence trading ex-dividend (LSE)	25 March	8 July	30 September	23 December
Shares commence trading ex-dividend (NYSE)	25 March	8 July	30 September	23 December
Record date (JSE, LSE and NYSE)	26 March	9 July	1 October	24 December
Last date for receipt of Dividend Reinvestment Plan (DRIP) elections (LSE)	20 April	29 July	21 October	19 January 2022
Payment date (LSE and JSE)	12 May	19 August	11 November	9 February 2022
ADS payment date (NYSE)	17 May	24 August	16 November	14 February 2022

Calendar 2021

Wednesday 21 April	Shareholder Engagement video will be published on our website by no later than 2.00pm UK time
Wednesday 28 April	Annual General Meeting at 11.30am UK time Globe House, 4 Temple Place, London, WC2R 2PG
Friday 30 July	Half-Year Report

