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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

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 2019

**to be held at Hilton London Bankside,
2-8 Great Suffolk Street, London SE1 0UG
on Thursday 25 April 2019 at 11.30am**

The Notice of the Annual General Meeting is set out on pages 9 to 11.

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 PFSAs 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, (PO Box 61051, Marshalltown 2107), 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 2018 www.bat.com/annualreport
Performance Summary 2018 www.bat.com/annualreport
Notice of Annual General Meeting 2019 www.bat.com/AGM**

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LETTER FROM THE CHAIRMAN

Globe House
4 Temple Place
London
WC2R 2PG

20 March 2019

Dear Shareholder

Annual General Meeting

Introduction

The 2019 Annual General Meeting of British American Tobacco p.l.c. (the “Meeting” or the “AGM”) will be held at 11.30am on Thursday 25 April at Hilton London Bankside, 2-8 Great Suffolk Street, London SE1 0UG.

The Notice of Meeting is set out on pages 9 to 11 of this document.

If you would like to vote on the Resolutions but cannot come to the Meeting, you can appoint a proxy or proxies to exercise all or any of your rights to attend, vote and speak at the Meeting by using one of the methods set out in Appendix 1 of this document.

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

The Board has declared an interim dividend of 203.0p per ordinary share of 25p, payable in four equal quarterly instalments of 50.75p per ordinary share in May 2019, August 2019, November 2019 and February 2020. 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 2018 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 policy

Resolution 3: 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 2018 (the “Annual Report 2018”) consists of:

- (1) the Annual Statement on Remuneration by Dimitri Panayotopoulos, Chairman of the Remuneration Committee;

- (2) the Directors' remuneration policy in relation to future payments to the Directors and former Directors (the 'Policy Report'); and
- (3) the Annual Report on Remuneration, which sets out the remuneration paid to the Company's Directors during the year ended 31 December 2018.

Resolution 2, as an ordinary resolution, requests shareholders to approve the Policy Report which sets out the Company's forward-looking policy on Directors' remuneration (including the approach to recruitment and exit payments to Directors) which is subject to a binding shareholder vote by ordinary resolution at least every three years. Once the Policy Report is approved, the Company will not be able to make a remuneration payment to a current or future Director or a payment for loss of office to a current or past Director, unless that payment is consistent with the remuneration policy or has been approved by a resolution of the members of the Company. Details of the proposed changes to the current approved remuneration policy are summarised in the Remuneration Report on page 76 of the Annual Report 2018.

Resolution 3 is an ordinary resolution to approve the Remuneration Report, other than the part containing the Policy Report described above. Resolution 3 is an advisory resolution and is not specific to individual levels of remuneration and does not affect the future remuneration paid to any Director.

Resolution 4: 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 5: 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 6 to 14: Re-election of Directors

Resolution 15: Election of a Director 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 Jack Bowles, 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 Non-Executive Director, including their continued independence.

The results of the annual Board evaluation show that the Board and each of its Committees continues to function effectively and that the Directors work very well together and they each contribute effectively to the Board and their designated Committees. It was recognised that the key strengths of the Board include its broad range of expertise and diversity of skill sets, its strong understanding of the Group's business and the competitor landscape, and its scrutiny of business strategy and performance. Further, the Board retains an effective balance of skills and experience, and diversity of gender, nationalities and backgrounds, to enable it to perform effectively.

In respect of the reappointment of Kieran Poynter, who will have served as a Non-Executive Director for just over eight years at the time of the 2019 AGM, the Nominations Committee conducted a particularly rigorous review, taking into account his performance (including as Senior Independent Director and, until 14 January 2019, Chairman of the Audit Committee), his involvement in matters relevant to his role outside of formal Committee meetings and his attendance record. The Nominations Committee concluded that Kieran Poynter continues to make effective use of his extensive experience in the fields of accounting and risk management, challenges management constructively and maintains independence of thought and approach. Accordingly, the Nominations Committee considered it appropriate to recommend Kieran Poynter be submitted for re-election to the Board.

The Chairman will have served as a Director for just over nine years at the time of the 2019 AGM. The Nominations Committee has given careful consideration to Director transitions to ensure orderly Board succession and has prioritised effective succession planning for the Chief Executive and Finance Director which take effect during 2019. In the forthcoming year, the Nominations Committee will be focused on succession planning for the Chairman and will have close regard to the requirements of the new Corporate Governance Code.

In respect of Jack Bowles' appointment, the Nominations Committee lead a rigorous selection process to identify the successor to the Chief Executive which was a key priority for the Committee during 2018. As part of the selection process, all Nominations Committee members participated in a series of interviews with both internal and external shortlisted candidates, assessed the outcomes of the candidates' competency testing, and gave thorough consideration to the skills, experience and diversity of attributes of each potential candidate and their respective abilities to deliver the strategic objectives of the Group and fulfil its leadership requirements. The Board approved the Nominations Committee's recommendation to appoint Jack Bowles as Chief Executive Designate with effect from 1 November 2018, then as an Executive Director with effect from 1 January 2019 and as Chief Executive from 1 April 2019. The selection process was supported by Heidrick & Struggles, an independent executive search firm accredited under the Standard and Enhanced Code of Conduct for Executive Search Firms.

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. During the year, the Board noted that Mr Richard Burrows had stepped down from the Board of Craven House Capital PLC on 17 October 2018.

It is with this background that the Board recommends the re-election or election of Directors as set out in the separate Resolutions 6 to 14 and 15, respectively.

Resolution 6: Richard Burrows

Position: Chairman since November 2009; Non-Executive Director since September 2009; Chairman of the Nominations Committee.

Nationality: Irish

Age: 73

Other appointments: Senior Independent Director and Chairman of the Remuneration Committee of Rentokil Initial plc; Supervisory Board member and Chairman of the Remuneration Committee at Carlsberg A/S.

Skills, experience and contributions: Richard brings considerable consumer goods and international business experience to the Board, having been Chief Executive of Irish Distillers and Co-Chief Executive of Pernod Ricard. Prior to joining the Board, Richard was Governor of the Bank of Ireland. Richard is a Fellow of the Institute of Chartered Accountants of Ireland.

Resolution 7: Sue Farr

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

Nationality: British

Age: 63

Other appointments: Special Advisor, Chime Group; Non-Executive Director and Chair of the Corporate Responsibility Committee of Dairy Crest Group plc; Non-Executive Director and Chair of the Nominations & Remuneration Committee of Accsys Technologies PLC.

Skills, experience and contributions: Sue brings considerable expertise in marketing, branding and consumer issues to the Board. Sue is a former Chairwoman of both the Marketing Society and the Marketing Group of Great Britain. Prior to joining the Chime Group in 2003, where she was Director, Strategic and Business Development until 2015, Sue's career in corporate communications included roles with the BBC and Vauxhall Motors.

Resolution 8: Dr Marion Helmes

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

Nationality: German

Age: 53

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

Skills, experience and contributions: 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 extensive career includes Chief Financial Officer positions at Celesio, Q-Cells and ThyssenKrupp Elevator Technology.

Resolution 9: Luc Jobin

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

Nationality: Canadian

Age: 59

Other appointments: Independent Consultant providing executive leadership advisory services to corporate clients.

Skills, experience and contributions: Luc brings extensive financial and strategic experience, including in the US tobacco sector as an independent director of RAI from 2008 until the acquisition in 2017. 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. He was Executive Vice President of Power Corporation of Canada from 2005 to 2009. Luc was Chief Executive Officer of Imperial Tobacco Canada, a subsidiary of the Company, from 2003 to 2005 and Executive Vice President and Chief Financial Officer from 1998 to 2003.

Resolution 10: Holly Keller Koepfel

Position: Non-Executive Director since July 2017; Chairman of the Audit Committee from 14 January 2019 and member of the Nominations Committee.

Nationality: American

Age: 60

Other appointments: Non-Executive Director of Vesuvius plc, Director of Arch Coal, Inc. and Director and Chair of the Governance Committee of AES Corporation.

Skills, experience and contributions: Holly has extensive operational and financial management experience and served as an independent director on the Board of RAI from 2008 until the acquisition in 2017. Holly was a Senior Advisor to Corsair Capital LLC until April 2018, 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. Prior to 2010, she held financial and executive management roles with American Electric Power Company, Inc. and Consolidated Natural Gas Company.

Resolution 11: Savio Kwan

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

Nationality: British

Age: 71

Other appointments: Co-Founder and CEO of A&K Consulting Co Ltd, advising entrepreneurs and their start-up businesses in China; Visiting Professor at Henley Business School; 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 Ltd; and a Non-Executive Director and Advisory Board member of Homaer Financial.

Skills, experience and contributions: Savio brings significant business leadership experience of Greater China and Asia to the Board. During his extensive career he 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.

Resolution 12: Dimitri Panayotopoulos

Position: Non-Executive Director since 2015; Chairman of the Remuneration Committee since October 2016 and member of the Nominations Committee.

Nationality: Greek/British

Age: 67

Other appointments: Senior Advisor at The Boston Consulting Group; Advisory Board member of JBS USA; Non-Executive Director of Logitech International S.A.

Skills, experience and contributions: Dimitri has extensive general management and international sales and brand building expertise. He 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.

Resolution 13: Kieran Poynter

Position: Senior Independent Director since October 2016; Non-Executive Director since 2010; member of the Audit and Nominations Committees.

Nationality: British

Age: 68

Other appointments: Non-Executive Director and Chair of the Audit and Compliance Committee of International Consolidated Airlines Group S.A.; Chairman and Chair of the Nominations, Audit and Compliance and Risk and Remuneration Committees of F&C Asset Management plc.

Skills, experience and contributions: Kieran brings a wealth of financial and international experience to the Board. He was Chairman and Senior Partner of PricewaterhouseCoopers from 2000 to his retirement in 2008, having started as a graduate trainee in 1971; and is a former Chairman of Nomura International PLC. Kieran is a Chartered Accountant.

Resolution 14: Ben Stevens

Position: Finance Director since 2008. Ben will retire from the Board of Directors on 5 August 2019.

Nationality: British

Age: 59

Other appointments: Non-Executive Director of ISS A/S.

Skills, experience and contributions: Ben joined the Group in 1990 and has broad international experience spanning both senior finance and general management roles. He was Head of Merger Integration following the merger with Rothmans and Chairman and Managing Director of both Pakistan Tobacco Company and British American Tobacco Russia. Ben was appointed to the Management Board in 2001 as Development Director and became Director, Europe in 2004. He joined the Board in 2008 as Finance Director.

Resolution 15: Jack Bowles

Position: Executive Director since 1 January 2019; Chief Executive Designate since 1 November 2018. Jack will succeed Nicandro Durante as Chief Executive on 1 April 2019.

Nationality: French

Age: 55

Other appointments: None

Skills, experience and contributions: Jack brings significant experience in management and leadership developed across his previous roles. He joined the Group in 2004 and was appointed 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. Jack became Chief Operating Officer in 2017 and Chief Executive Designate in November 2018, before being appointed to the Board in January 2019.

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 25 April 2018:

- (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.

Having regard to these 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 £382,295,188 representing the guideline limit of approximately two-thirds of the Company's issued ordinary share capital (excluding treasury shares) as at 13 March 2019 (the latest practicable date prior to publication of this letter). Of this amount £191,147,594 representing approximately one-third of the Company's issued ordinary share capital (excluding treasury shares), can only be allotted pursuant to a rights issue.

Although the Directors have no present intention of exercising this authority, it provides them with an appropriate level of authority for on-going purposes and the Directors consider it appropriate to maintain the flexibility that this authority provides.

The authority proposed in Resolution 16 will expire at the conclusion of the 2020 Annual General Meeting, or if earlier, 25 July 2020 unless previously revoked, varied or extended by the Company in a general meeting. The Company held 162,645,590 ordinary shares in treasury, representing 6.62% of the issued ordinary share capital of the Company as at the close of business on 13 March 2019 (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 £382,295,188 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 £191,147,594 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 £28,672,139 representing approximately 5% of the issued ordinary share capital of the Company (excluding treasury shares) as at 13 March 2019 (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 2018 Annual General Meeting) will expire at the 2019 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 25 April 2018. This special resolution authorises the Company to purchase up to a maximum of 229.3 million ordinary shares, representing approximately 10% of its issued ordinary share capital (excluding treasury shares) as at the close of business on 13 March 2019 (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 2020 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 13 March 2019 (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 479,095. These rights are equivalent to 0.0209% of the issued share capital (excluding treasury shares) as at that date and would represent 0.0261% 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 2018, 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. The authority will expire on 25 April 2019.

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 for the duration of one year at a level of £100,000. As such, 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 25 April 2020. 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 2018 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. 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 Thursday 25 April 2019 at Hilton London Bankside, 2-8 Great Suffolk Street, London SE1 0UG 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 2018.

Remuneration Report

2. To approve the Directors' remuneration policy in the form set out in the Directors' remuneration report in the Company's annual report and accounts for the year ended 31 December 2018.
3. To approve the Directors' remuneration report, other than the part containing the Directors' remuneration policy, in the form set out in the Company's annual report and accounts for the year ended 31 December 2018.

Auditors

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

Auditors' remuneration

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

Re-election of Directors

To re-elect the following as Directors:

6. Richard Burrows
7. Sue Farr
8. Dr Marion Helmes
9. Luc Jobin
10. Holly Keller Koeppel
11. Savio Kwan
12. Dimitri Panayotopoulos
13. Kieran Poynter
14. Ben Stevens

Director appointed since the last Annual General Meeting

To elect the following as a Director:

15. Jack Bowles

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 £191,147,594; and

- (b) up to a further aggregate nominal amount of £191,147,594 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 25 July 2020 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 £28,672,139,

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 229.3 million representing approximately 10% of the issued ordinary share capital of the Company as at 13 March 2019;
 - (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 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 2020 or, if earlier, on 25 April 2020, 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

20 March 2019

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.

APPENDIX 1: VOTING

Shareholders entitled to attend the 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.

Voting: in person (or by attorney)

2. Shareholders, or their attorneys, who plan to attend the Meeting are requested, if possible, to arrive at the venue at least 30 minutes prior to the time designated for the Meeting so that their holding may be checked against the Company's share register and attendances recorded. Attorneys should bring with them an original or certified copy of the power of attorney under which they have been authorised to attend and vote at the Meeting.

Voting: by corporate representatives

3. 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

4. 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.
5. **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.**
6. 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).
7. A proxy need not be a shareholder of the Company but must attend the Meeting to represent you. Your proxy can be either an individual (such as the Chairman or another Director of the Company or another person who has agreed to represent you) or a body corporate. Your proxy must vote as you instruct and must attend the Meeting for your vote to be counted.

Appointing a proxy does not preclude you from attending the Meeting and voting in person.
8. 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.
9. 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.
10. 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.
11. 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 Chairman of the Meeting

as their proxy to vote on their behalf. Proxy appointments in favour of the Chairman 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.

12. 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.
13. To be effective, Proxy Forms must be lodged by 11.30am (UK time) on Tuesday 23 April 2019 for shareholders registered on the main register of members in the United Kingdom. Proxy forms lodged after this time will be invalid.
14. To be effective, PFSA's must be lodged by 12:30pm (South Africa time) on Tuesday 23 April 2019 for certificated shareholders registered on the SA Branch Register. PFSA's lodged after this time will be invalid.
15. 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 Tuesday 23 April 2019.
16. 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
(PO Box 61051, Marshalltown 2107)
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 Tuesday 23 April 2019.

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.
17. 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.

18. 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.
19. 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.
20. 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

21. 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.
22. 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.
23. 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.
24. 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”)

25. **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).**
26. 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 Tuesday 23 April 2019 to:

The Registrar for British American Tobacco p.l.c.
Computershare Investor Services Proprietary Ltd
Rosebank Towers
15 Biermann Avenue
Rosebank 2196
(PO Box 61051, Marshalltown 2107)
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 Tuesday 23 April 2019 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 Tuesday 23 April 2019. 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 Tuesday 23 April 2019.

27. 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.
28. 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 Tuesday 23 April 2019 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

29. 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 (see paragraph 15(2) above) with the Trustee no later than 11.30am (UK time) on Tuesday 23 April 2019.

Vested Share Account

30. 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 Vested Share Account may exercise their voting rights in respect of those shares by registering their vote electronically (see paragraph 15(2) above) with the Nominee no later than 11.30am (UK time) on Tuesday 23 April 2019.

Holders of American Depositary Shares (“ADSs”)

31. 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 21 March 2019.

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

32. 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

33. 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.
34. 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.
35. Voting on the Resolutions at this Meeting will be conducted on a poll rather than a show of hands.

Notice of Meeting

36. 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.
37. 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).
38. 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 Chairman 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. These, together with the register of Directors' interests in the shares of the Company and its subsidiaries, will be available for inspection at Hilton London Bankside, 2-8 Great Suffolk Street, London SE1 0UG, on the morning of the Meeting from 11.00am (UK time) until its conclusion.

Statement of voting rights

2. As at 13 March 2019 (being the latest practicable date prior to publication of this document), the Company's issued share capital consisted of 2,293,771,131 ordinary shares of 25p each carrying one vote each (excluding treasury shares). As at 13 March 2019 the Company held 162,645,590 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: TRAVEL AND MEETING INFORMATION

The venue for the 2019 Annual General Meeting is Hilton London Bankside, 2-8 Great Suffolk Street, London SE1 0UG

By underground

Southwark, Blackfriars, Waterloo or London Bridge

By bus

45, 63, 344, 381, 388 and RV1

By train

Waterloo East, Blackfriars or London Bridge

Car Parks

Great Suffolk Street, SE1 0UE; 53 Southwark Street, SE1 1RU

Information

You are advised to obtain up-to-date travel information from Transport for London at www.tfl.gov.uk (tel: 0343 222 1234) before you travel.

At the Meeting

Refreshments will be provided before the Meeting from 10.30am on the Bankside Balcony of the venue.

For your personal safety and security there will be checks and bag searches of everyone attending the Meeting. We recommend that you arrive in time to allow for these procedures.

Recording equipment, cameras and other items that might interfere with the good order of the Meeting will not be permitted in the auditorium.

The recording or photographing of the event and the proceedings of the Meeting by any device at any time is strictly forbidden. Any infringement will be dealt with appropriately by BAT authorised personnel.

You are requested to turn off all mobile devices.

There will be facilities for shareholders who are in wheelchairs. Anybody accompanying a shareholder as a carer will be admitted to the Meeting.

A hearing induction loop will be available for those who wish to use it.

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.

SA Registrar

Computershare Investor Services Proprietary Limited
PO Box 61051, Marshalltown 2107
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; facsimile: +44 20 7540 4326
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 203.0p per ordinary share of 25p, payable in four equal quarterly instalments of 50.75p 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 2019, 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)	28 February 2019			
Publication of finalisation information (JSE)	11 March	18 June	23 September	12 December
No removal requests permitted between the UK Register and the SA Branch Register	11 March to 22 March (inclusive)	18 June to 28 June (inclusive)	23 September to 4 October (inclusive)	12 December to 27 December (inclusive)
Last Day to Trade (LDT) cum dividend (JSE)	18 March	25 June	1 October	20 December
Shares commence trading ex-dividend (JSE)	19 March	26 June	2 October	23 December
No transfers permitted between the UK Register and the SA Branch Register	19 March to 22 March (inclusive)	26 June to 28 June (inclusive)	2 October to 4 October (inclusive)	23 December to 27 December (inclusive)
No shares may be dematerialised or rematerialised on the SA Branch Register	19 March to 22 March (inclusive)	26 June to 28 June (inclusive)	2 October to 4 October (inclusive)	23 December to 27 December (inclusive)
Shares commence trading ex-dividend (LSE)	21 March	27 June	3 October	24 December
Shares commence trading ex-dividend (NYSE)	21 March	27 June	3 October	26 December
Record date (JSE, LSE and NYSE)	22 March	28 June	4 October	27 December
Last date for receipt of Dividend Reinvestment Plan (DRIP) elections (LSE)	12 April	18 July	24 October	16 January 2020

<u>Event</u>	<u>Payment No. 1</u>	<u>Payment No. 2</u>	<u>Payment No. 3</u>	<u>Payment No. 4</u>
Payment date (LSE)	8 May	8 August	14 November	6 February 2020
Payment date (JSE)	9 May*	8 August	14 November	6 February 2020
ADS payment date (NYSE)	13 May	13 August	19 November	11 February 2020

* Due to a recently announced public holiday in South Africa on 8 May 2019, the dividend payment date has been changed to 9 May 2019 for shareholders registered on the SA Branch Register.

South Africa Branch Register Finalisation Information – published 11 March 2019 Payment No. 1 – May 2019 (the “May 2019 Dividend”)

South Africa Branch Register: Dividend Rate

A rate of exchange of £:R = 19.04020 as at 7 March 2019 (the closing rate on that date as quoted by Bloomberg), results in an equivalent May 2019 Dividend of 966.29015 SA cents per ordinary share.

South Africa Branch Register: Dividends Tax Information

South Africa Dividends Tax (at a rate of 20%), equivalent to 193.25803 SA cents per ordinary share, will be withheld from the gross May 2019 Dividend paid to shareholders on the SA Branch Register, unless a shareholder qualifies for an exemption. After Dividends Tax has been withheld, the net dividend will be 773.03212 SA cents per ordinary share. The May 2019 Dividend is regarded as a ‘foreign dividend’ 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 May 2019 Dividend is the United Kingdom.

British American Tobacco p.l.c. is registered with the South African Revenue Service (SARS) with tax reference number 9378193172.

The full announcement can be seen at www.bat.com.

Calendar 2019

Thursday 25 April	Annual General Meeting at 11.30am Hilton London Bankside, 2-8 Great Suffolk Street, London SE1 0UG
Thursday 1 August	Half-Year Report

