



British American Tobacco Bangladesh Company Limited

New D.O.H.S. Road, Mohakhali, Dhaka -1206

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extraordinary General Meeting (EGM) of British American Tobacco Bangladesh Company Limited will be held on Sunday, 28th April 2019 at 10 am at the Ballroom of Pan Pacific Sonargaon Hotel, 107 Kazi Nazrul Islam Avenue, Karwan Bazar, Dhaka-1215 to transact the following business and to pass the following as Special Resolutions:

AGENDA - 1

To amend clause 5 of Memorandum of Association of the Company- "The Share capital of the Company is Tk. 60,00,00,000 divided into 6,00,00,000 ordinary shares of Tk. 10 each, with power to increase the capital and to divide the shares in the capital for the time being in to several classes, and to attach there to any preferential, deferred, qualified or special rights, privileges or conditions" subject to approval of the shareholders at the Extraordinary General Meeting (EGM):

Proposed Special Resolution -

Resolved that the Authorized Capital of the Company be and is hereby increased from Tk. 60, 00,00,000 (Sixty crores) to Tk. 540, 00,00,000 (Five hundred forty crores) and accordingly the clause 5 of the Memorandum of Association of the Company be and is hereby amended to read as follows –

"Clause 5: The Authorized Share capital of the Company is Tk. 540,00,00,000 (Five hundred forty crores) divided into 54,00,00,000 ordinary shares of Tk. 10 each, with power to increase the capital and to divide the shares in the capital for the time being into several classes, and to attach there to any preferential, deferred, qualified or special rights, privileges or conditions."

AGENDA - 2

To amend Article 80(a) of the Articles of Association of the Company- "The ordinary remuneration of a Director shall not exceed Taka 750 per meeting of the Board of Directors or a Committee of such Board attended by him." by passing the following as Special Resolution, subject to approval of the shareholders at the Extraordinary General Meeting (EGM):

Proposed Special Resolution -

Resolved that Article 80(a) of the Articles of Association of the Company be and is hereby amended to read as follows:

"Article80(a): The meeting attendance fees of a Director per Meeting of the Board of Directors or a Committee of such Board attended by him/ her and remuneration, honorarium, advisory service fees and any other fees relating to the Board of Directors or a Committee of such Board may be revised, amended and enhanced from time to time and at any time by recommendation of the Nomination & Remuneration Committee (NRC) or any other Committee so constituted under the Bangladesh Securities and Exchange Commission (BSEC) Codes of Corporate Governance and approved by the Board."

Dhaka
April 7, 2019

By order of the Board
Sd/-

Md. Azizur Rahman FCS
Company Secretary

Notes:

- The Shareholders whose names appear in the Members/Depository Register on the Record Date i.e. 4th April 2019 shall be eligible to attend the EGM of the Company.
- A Shareholder wishing to appoint a Proxy must deposit the Proxy Form, duly stamped at the Company's registered office by 10:30 am of 24th April 2019.
- Only the Shareholders or their validly appointed proxies shall be allowed to have access to the registration process to attend the meeting.
- Admission into the auditorium will be strictly on submission of the attendance slip sent with the Notice as well as verification of signature of Member(s) and/or Proxy holder(s).
- No children will be allowed at the EGM.

As per directive of the Bangladesh Securities and Exchange Commission, no gift/ food/ coupon will be offered in the upcoming Extraordinary General Meeting)