

**BRITISH AMERICAN TOBACCO p.l.c.**  
**RESULTS OF VOTING AT THE 2020 ANNUAL GENERAL MEETING**

The Annual General Meeting of British American Tobacco p.l.c. was held at Globe House, 4 Temple Place, London WC2R 2PG on 30 April 2020.

The tables below set out the results of the poll on each of the total of 20 Resolutions as stated in the Notice of Meeting dated 26 March 2020. All valid proxy votes (whether submitted electronically or in hard copy form) were included in the poll taken at the Meeting. Each shareholder, present in person or by proxy, was entitled to one vote per ordinary share of 25p held.

**Resolution 1**

**Receipt of 2019 Report and Accounts**

<b>For - Note (b)</b>	1,740,970,434
Percent of Votes Cast	99.75%
Percent of Issued Share Capital	75.89%
<b>Against</b>	4,425,123
Percent of Votes Cast	0.25%
Percent of Issued Share Capital	0.19%
<b>Total Votes Cast (Excl. Votes Withheld)</b>	1,745,395,557
Percent of Issued Share Capital	76.08%
<b>Votes Withheld - Note (c)</b>	4,221,144

**Resolution 2**

**Approval of the 2019 Directors' Remuneration Report**

<b>For - Note (b)</b>	1,081,334,586
Percent of Votes Cast	61.94%
Percent of Issued Share Capital	47.13%
<b>Against</b>	664,416,231
Percent of Votes Cast	38.06%
Percent of Issued Share Capital	28.96%
<b>Total Votes Cast (Excl. Votes Withheld)</b>	1,745,750,817
Percent of Issued Share Capital	76.09%
<b>Votes Withheld - Note (c)</b>	3,859,408

**Resolution 3**

**Reappointment of KPMG LLP as Auditors**

<b>For - Note (b)</b>	1,735,990,590
Percent of Votes Cast	99.72%
Percent of Issued Share Capital	75.67%
<b>Against</b>	4,868,206
Percent of Votes Cast	0.28%
Percent of Issued Share Capital	0.21%
<b>Total Votes Cast (Excl. Votes Withheld)</b>	1,740,858,796
Percent of Issued Share Capital	75.88%
<b>Votes Withheld - Note (c)</b>	8,757,294

**Resolution 4**

**Authority for the Audit Committee to agree the Auditors' remuneration**

<b>For - Note (b)</b>	1,745,866,826
Percent of Votes Cast	99.85%
Percent of Issued Share Capital	76.10%
<b>Against</b>	2,546,932
Percent of Votes Cast	0.15%
Percent of Issued Share Capital	0.11%
<b>Total Votes Cast (Excl. Votes Withheld)</b>	1,748,413,758

Percent of Issued Share Capital	76.21%
<b>Votes Withheld - Note (c)</b>	<b>1,202,332</b>

#### Resolution 5

##### Re-election of Jack Bowles as a Director

<b>For - Note (b)</b>	<b>1,747,172,139</b>
Percent of Votes Cast	99.93%
Percent of Issued Share Capital	76.16%
<b>Against</b>	<b>1,261,832</b>
Percent of Votes Cast	0.07%
Percent of Issued Share Capital	0.06%
<b>Total Votes Cast (Excl. Votes Withheld)</b>	<b>1,748,433,971</b>
Percent of Issued Share Capital	76.21%
<b>Votes Withheld - Note (c)</b>	<b>1,182,312</b>

#### Resolution 6

##### Re-election of Richard Burrows as a Director

<b>For - Note (b)</b>	<b>1,695,365,535</b>
Percent of Votes Cast	98.74%
Percent of Issued Share Capital	73.90%
<b>Against</b>	<b>21,668,118</b>
Percent of Votes Cast	1.26%
Percent of Issued Share Capital	0.94%
<b>Total Votes Cast (Excl. Votes Withheld)</b>	<b>1,717,033,653</b>
Percent of Issued Share Capital	74.84%
<b>Votes Withheld - Note (c)</b>	<b>32,578,544</b>

#### Resolution 7

##### Re-election of Sue Farr as a Director

<b>For - Note (b)</b>	<b>1,574,164,446</b>
Percent of Votes Cast	90.04%
Percent of Issued Share Capital	68.61%
<b>Against</b>	<b>174,151,876</b>
Percent of Votes Cast	9.96%
Percent of Issued Share Capital	7.59%
<b>Total Votes Cast (Excl. Votes Withheld)</b>	<b>1,748,316,322</b>
Percent of Issued Share Capital	76.21%
<b>Votes Withheld - Note (c)</b>	<b>1,300,380</b>

#### Resolution 8

##### Re-election of Dr Marion Helmes as a Director

<b>For - Note (b)</b>	<b>1,442,383,287</b>
Percent of Votes Cast	82.50%
Percent of Issued Share Capital	62.87%
<b>Against</b>	<b>305,924,198</b>
Percent of Votes Cast	17.50%
Percent of Issued Share Capital	13.33%
<b>Total Votes Cast (Excl. Votes Withheld)</b>	<b>1,748,307,485</b>
Percent of Issued Share Capital	76.21%
<b>Votes Withheld - Note (c)</b>	<b>1,309,217</b>

**Resolution 9****Re-election of Luc Jobin as a Director**

<b>For - Note (b)</b>	1,744,591,256
Percent of Votes Cast	99.79%
Percent of Issued Share Capital	76.04%
<b>Against</b>	3,720,551
Percent of Votes Cast	0.21%
Percent of Issued Share Capital	0.16%
<b>Total Votes Cast (Excl. Votes Withheld)</b>	1,748,311,807
Percent of Issued Share Capital	76.21%
<b>Votes Withheld - Note (c)</b>	1,304,895

**Resolution 10****Re-election of Holly Keller Koepfel as a Director**

<b>For - Note (b)</b>	1,737,209,181
Percent of Votes Cast	99.37%
Percent of Issued Share Capital	75.72%
<b>Against</b>	11,060,683
Percent of Votes Cast	0.63%
Percent of Issued Share Capital	0.48%
<b>Total Votes Cast (Excl. Votes Withheld)</b>	1,748,269,864
Percent of Issued Share Capital	76.20%
<b>Votes Withheld - Note (c)</b>	1,346,837

**Resolution 11****Re-election of Savio Kwan as a Director**

<b>For - Note (b)</b>	1,574,429,906
Percent of Votes Cast	90.06%
Percent of Issued Share Capital	68.63%
<b>Against</b>	173,860,989
Percent of Votes Cast	9.94%
Percent of Issued Share Capital	7.58%
<b>Total Votes Cast (Excl. Votes Withheld)</b>	1,748,290,895
Percent of Issued Share Capital	76.20%
<b>Votes Withheld - Note (c)</b>	1,325,807

**Resolution 12****Re-election of Dimitri Panayotopoulos as a Director**

<b>For - Note (b)</b>	1,557,526,215
Percent of Votes Cast	89.17%
Percent of Issued Share Capital	67.89%
<b>Against</b>	189,154,129
Percent of Votes Cast	10.83%
Percent of Issued Share Capital	8.24%
<b>Total Votes Cast (Excl. Votes Withheld)</b>	1,746,680,344
Percent of Issued Share Capital	76.13%
<b>Votes Withheld - Note (c)</b>	2,936,358

**Resolution 13****Election of Jeremy Fowden as a Director**

<b>For - Note (b)</b>	1,743,843,438
Percent of Votes Cast	99.75%
Percent of Issued Share Capital	76.01%
<b>Against</b>	4,432,406
Percent of Votes Cast	0.25%
Percent of Issued Share Capital	0.19%
<b>Total Votes Cast (Excl. Votes Withheld)</b>	1,748,275,844
Percent of Issued Share Capital	76.20%
<b>Votes Withheld - Note (c)</b>	1,340,858

**Resolution 14****Election of Tadeu Marroco as a Director**

<b>For - Note (b)</b>	1,735,186,834
Percent of Votes Cast	99.25%
Percent of Issued Share Capital	75.63%
<b>Against</b>	13,069,808
Percent of Votes Cast	0.75%
Percent of Issued Share Capital	0.57%
<b>Total Votes Cast (Excl. Votes Withheld)</b>	1,748,256,642
Percent of Issued Share Capital	76.20%
<b>Votes Withheld - Note (c)</b>	1,360,060

**Resolution 15****Renewal of Directors' authority to allot shares**

<b>For - Note (b)</b>	1,265,356,664
Percent of Votes Cast	72.38%
Percent of Issued Share Capital	55.15%
<b>Against</b>	482,742,343
Percent of Votes Cast	27.62%
Percent of Issued Share Capital	21.04%
<b>Total Votes Cast (Excl. Votes Withheld)</b>	1,748,099,007
Percent of Issued Share Capital	76.20%
<b>Votes Withheld - Note (c)</b>	1,517,694

**Resolution 16 - Note (d)****Renewal of Directors' authority to disapply pre-emption rights**

<b>For - Note (b)</b>	1,468,920,343
Percent of Votes Cast	84.04%
Percent of Issued Share Capital	64.03%
<b>Against</b>	278,978,193
Percent of Votes Cast	15.96%
Percent of Issued Share Capital	12.16%
<b>Total Votes Cast (Excl. Votes Withheld)</b>	1,747,898,536
Percent of Issued Share Capital	76.19%
<b>Votes Withheld - Note (c)</b>	1,718,159

**Resolution 17 - Note (d)****Authority for the Company to purchase its own shares**

<b>For - Note (b)</b>	1,701,849,997
Percent of Votes Cast	97.37%
Percent of Issued Share Capital	74.18%
<b>Against</b>	46,037,064
Percent of Votes Cast	2.63%
Percent of Issued Share Capital	2.01%
<b>Total Votes Cast (Excl. Votes Withheld)</b>	1,747,887,061
Percent of Issued Share Capital	76.19%
<b>Votes Withheld - Note (c)</b>	1,729,639

**Resolution 18****Approval of the British American Tobacco Restricted Share Plan**

<b>For - Note (b)</b>	1,649,978,029
Percent of Votes Cast	94.40%
Percent of Issued Share Capital	71.92%
<b>Against</b>	97,967,371
Percent of Votes Cast	5.60%
Percent of Issued Share Capital	4.27%
<b>Total Votes Cast (Excl. Votes Withheld)</b>	1,747,945,400
Percent of Issued Share Capital	76.19%
<b>Votes Withheld - Note (c)</b>	1,665,229

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

<b>For - Note (b)</b>	1,585,976,112
Percent of Votes Cast	90.74%
Percent of Issued Share Capital	69.13%
<b>Against</b>	161,774,633
Percent of Votes Cast	9.26%
Percent of Issued Share Capital	7.05%
<b>Total Votes Cast (Excl. Votes Withheld)</b>	1,747,750,745
Percent of Issued Share Capital	76.18%
<b>Votes Withheld - Note (c)</b>	1,862,566

**Resolution 20 - Note (d)****Notice period for General Meetings**

<b>For - Note (b)</b>	1,568,197,534
Percent of Votes Cast	89.70%
Percent of Issued Share Capital	68.35%
<b>Against</b>	180,156,371
Percent of Votes Cast	10.30%
Percent of Issued Share Capital	7.85%
<b>Total Votes Cast (Excl. Votes Withheld)</b>	1,748,353,905
Percent of Issued Share Capital	76.21%
<b>Votes Withheld - Note (c)</b>	1,262,797

**Notes:**

- (a) The total number of ordinary shares in issue (excluding treasury shares) at the close of business on Wednesday 29 April 2020 was 2,294,203,487.
- (b) Includes discretionary votes.
- (c) A vote withheld is not a vote in law and is not counted in the calculation of the proportion of votes 'For' or 'Against' a resolution.
- (d) In accordance with Listing Rules 9.6.2R and 9.6.3R, copies of the resolutions numbered 16, 17 and 20 will be submitted to the National Storage Mechanism as soon as practicable and will be available for inspection at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>. A copy of the resolutions may also be obtained from the Notice of Meeting which is available on the Company's website at [www.bat.com/agm](http://www.bat.com/agm).

All resolutions were passed at the Company's Annual General Meeting today with the requisite majority of votes.

**Resolution 2 - Directors' Remuneration Report**

In respect of resolution 2 (Directors' Remuneration Report), we acknowledge that a significant minority of shareholders chose not to support this resolution.

This year, as with every year, the Remuneration Committee has given careful consideration to executive remuneration. Our executive remuneration arrangements are fully in line with our Directors' Remuneration Policy which was approved by a significant majority of our shareholders at our 2019 Annual General Meeting with 92.6% of votes in favour of the policy.

However, the views of all our shareholders are important to us and we will continue to listen to their views to better understand the specific concerns of those who voted against this resolution. Prior to today's Annual General Meeting, we engaged with a number of our shareholders on our executive remuneration arrangements and we will continue to actively engage shareholders on this important topic during 2020.

**Resolution 15 - Authority to allot shares**

We acknowledge that a number of our shareholders did not support this resolution. It remains standard market practice for many UK FTSE listed companies to retain this type of authority. As we have previously reported, the authority sought by the Company is in accordance with the UK Investment Association's share capital management guidelines and prevailing voting guidelines of leading corporate governance agencies applicable to UK listed companies.

However, we remain aware that some institutional investors, particularly outside the UK, have specific policies against supporting this type of resolution. Following the outcome of today's vote, we will continue our ongoing engagement with shareholders for which this authority presents concern and will keep best practice in this area under review.

P McCrory  
Secretary  
British American Tobacco p.l.c.

30 April 2020

**Enquiries:**

**Investor Relations**

Mike Nightingale/Victoria Buxton/William Houston/John Harney  
+44 20 7845 1180/2012/1138/1263

**British American Tobacco Press Office**

+44 (0) 20 7845 2888 (24 hours) | [@BATPress](#)