

BRITISH AMERICAN TOBACCO PLC - Results of Voting at 2019 Annual General Meeting

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British American Tobacco p.l.c.
 Incorporated in England and Wales
 (Registration number: 03407696)
 Short name: BATS
 Share code: BTI
 ISIN number: GB0002875804
 ("British American Tobacco p.l.c." or "the Company")

BRITISH AMERICAN TOBACCO p.l.c.
 RESULTS OF VOTING AT 2019 ANNUAL GENERAL MEETING

The Annual General Meeting of British American Tobacco p.l.c. was held at Hilton London Bankside, 2-8 Great Suffolk Street, London, SE1 0UG on 25 April 2019 at 11.30am.

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 20 March 2019. Each shareholder, present in person or by proxy, was entitled to one vote per ordinary share of 25p held.

Resolution 1		
Receipt of 2018 Report and Accounts		
For - Note (b)		1,755,258,446
Percent of Votes Cast		99.20%
Percent of Issued Share Capital		76.52%
Against	14,169,779	
Percent of Votes Cast		0.80%
Percent of Issued Share Capital		0.62%
Total Votes Cast (Excl. Votes Withheld)		1,769,428,225
Percent of Issued Share Capital		77.14%
Votes Withheld - Note (c)		4,387,903

Resolution 2		
Approval of the Directors' Remuneration Policy		
For - Note (b)		1,641,331,721
Percent of Votes Cast	92.63%	
Percent of Issued Share Capital		71.56%
Against		130,661,885
Percent of Votes Cast		7.37%
Percent of Issued Share Capital	5.70%	
Total Votes Cast (Excl. Votes Withheld)		1,771,993,606
Percent of Issued Share Capital		77.25%
Votes Withheld - Note (c)		1,820,757

Resolution 3

Approval of 2018 Directors' Remuneration Report

For - Note (b)		1,554,311,783
Percent of Votes Cast		87.71%
Percent of Issued Share Capital		67.76%
Against	217,722,528	
Percent of Votes Cast		12.29%
Percent of Issued Share Capital		9.49%
Total Votes Cast (Excl. Votes Withheld)		1,772,034,311
Percent of Issued Share Capital	77.25%	
Votes Withheld - Note (c)		1,780,043

Resolution 4

Reappointment of KPMG LLP as Auditors

For - Note (b)		1,755,452,554
Percent of Votes Cast	99.04%	
Percent of Issued Share Capital	76.53%	
Against	17,102,365	
Percent of Votes Cast	0.96%	
Percent of Issued Share Capital	0.75%	
Total Votes Cast (Excl. Votes Withheld)	1,772,554,919	
Percent of Issued Share Capital	77.28%	
Votes Withheld - Note (c)	1,258,515	

Resolution 5

Authority for the Audit Committee to agree the Auditors' remuneration

For - Note (b)		1,769,189,128
Percent of Votes Cast	99.81%	
Percent of Issued Share Capital	77.13%	
Against	3,321,904	
Percent of Votes Cast	0.19%	
Percent of Issued Share Capital	0.14%	
Total Votes Cast (Excl. Votes Withheld)	1,772,511,032	
Percent of Issued Share Capital	77.27%	
Votes Withheld - Note (c)	1,303,327	

Resolution 6

Re-election of Richard Burrows as a Director

For - Note (b)		1,735,711,221
Percent of Votes Cast		98.16%
Percent of Issued Share Capital		75.67%
Against		32,576,210
Percent of Votes Cast		1.84%
Percent of Issued Share Capital	1.42%	
Total Votes Cast (Excl. Votes Withheld)		1,768,287,431
Percent of Issued Share Capital		77.09%
Votes Withheld - Note (c)		5,526,927

Resolution 7

Re-election of Sue Farr as a Director		
For - Note (b)	1,750,116,750	
Percent of Votes Cast		98.74%
Percent of Issued Share Capital		76.30%
Against		22,273,290
Percent of Votes Cast		1.26%
Percent of Issued Share Capital		0.97%
Total Votes Cast (Excl. Votes Withheld)	1,772,390,040	
Percent of Issued Share Capital		77.27%
Votes Withheld - Note (c)		1,424,318

Resolution 8

Re-election of Dr Marion Helmes as a Director		
For - Note (b)	1,509,106,829	
Percent of Votes Cast		86.08%
Percent of Issued Share Capital		65.79%
Against		244,007,212
Percent of Votes Cast		13.92%
Percent of Issued Share Capital		10.64%
Total Votes Cast (Excl. Votes Withheld)	1,753,114,041	
Percent of Issued Share Capital		76.43%
Votes Withheld - Note (c)		20,700,318

Resolution 9

Re-election of Luc Jobin as a Director		
For - Note (b)	1,737,043,650	
Percent of Votes Cast		98.12%
Percent of Issued Share Capital		75.73%
Against		33,217,228
Percent of Votes Cast		1.88%
Percent of Issued Share Capital	1.45%	
Total Votes Cast (Excl. Votes Withheld)	1,770,260,878	
Percent of Issued Share Capital		77.18%
Votes Withheld - Note (c)		3,553,480

Resolution 10

Re-election of Holly Keller Koeppl as a Director		
For - Note (b)	1,727,827,523	
Percent of Votes Cast	97.60%	
Percent of Issued Share Capital		75.33%
Against		42,455,650
Percent of Votes Cast		2.40%
Percent of Issued Share Capital		1.85%
Total Votes Cast (Excl. Votes Withheld)	1,770,283,173	
Percent of Issued Share Capital	77.18%	
Votes Withheld - Note (c)		3,531,185

Resolution 11
 Re-election of Savio Kwan as a Director
 For - Note (b) 1,749,939,115
 Percent of Votes Cast 99.24%
 Percent of Issued Share Capital 76.29%
 Against 13,336,671
 Percent of Votes Cast 0.76%
 Percent of Issued Share Capital 0.58%
 Total Votes Cast (Excl. Votes Withheld) 1,763,275,786
 Percent of Issued Share Capital 76.87%
 Votes Withheld - Note (c) 10,538,572

Resolution 12
 Re-election of Dimitri Panayotopoulos as a Director
 For - Note (b) 1,736,879,545
 Percent of Votes Cast 98.00%
 Percent of Issued Share Capital 75.72%
 Against 35,469,989
 Percent of Votes Cast 2.00%
 Percent of Issued Share Capital 1.55%
 Total Votes Cast (Excl. Votes Withheld) 1,772,349,534
 Percent of Issued Share Capital 77.27%
 Votes Withheld - Note (c) 1,464,824

Resolution 13
 Re-election of Kieran Poynter as a Director
 For - Note (b) 1,761,903,520
 Percent of Votes Cast 99.41%
 Percent of Issued Share Capital 76.81%
 Against 10,455,380
 Percent of Votes Cast 0.59%
 Percent of Issued Share Capital 0.46%
 Total Votes Cast (Excl. Votes Withheld) 1,772,358,900
 Percent of Issued Share Capital 77.27%
 Votes Withheld - Note (c) 1,453,633

Resolution 14
 Re-election of Ben Stevens as a Director
 For - Note (b) 1,757,750,998
 Percent of Votes Cast 99.17%
 Percent of Issued Share Capital 76.63%
 Against 14,631,254
 Percent of Votes Cast 0.83%
 Percent of Issued Share Capital 0.64%
 Total Votes Cast (Excl. Votes Withheld) 1,772,382,252
 Percent of Issued Share Capital 77.27%
 Votes Withheld - Note (c) 1,432,107

Resolution 15

Election of Jack Bowles as a Director

For - Note (b)	1,771,054,287	
Percent of Votes Cast		99.93%
Percent of Issued Share Capital		77.21%
Against	1,308,620	
Percent of Votes Cast		0.07%
Percent of Issued Share Capital		0.06%
Total Votes Cast (Excl. Votes Withheld)	1,772,362,907	
Percent of Issued Share Capital		77.27%
Votes Withheld - Note (c)	1,451,147	

Resolution 16

Renewal of Directors' authority to allot shares

For - Note (b)	1,318,793,706	
Percent of Votes Cast		74.41%
Percent of Issued Share Capital		57.49%
Against	453,657,814	
Percent of Votes Cast		25.59%
Percent of Issued Share Capital		19.78%
Total Votes Cast (Excl. Votes Withheld)	1,772,451,520	
Percent of Issued Share Capital		77.27%
Votes Withheld - Note (c)	1,354,742	

Resolution 17 - Note (d)

Renewal of Directors' authority to disapply pre-emption rights

For - Note (b)		1,628,790,313
Percent of Votes Cast		92.03%
Percent of Issued Share Capital		71.01%
Against	141,102,479	
Percent of Votes Cast		7.97%
Percent of Issued Share Capital		6.15%
Total Votes Cast (Excl. Votes Withheld)		1,769,892,792
Percent of Issued Share Capital	77.16%	
Votes Withheld - Note (c)		3,919,591

Resolution 18 - Note (d)

Authority for the Company to purchase its own shares

For - Note (b)		1,737,471,044
Percent of Votes Cast	98.06%	
Percent of Issued Share Capital		75.75%
Against		34,420,824
Percent of Votes Cast		1.94%
Percent of Issued Share Capital		1.50%
Total Votes Cast (Excl. Votes Withheld)		1,771,891,868
Percent of Issued Share Capital		77.25%
Votes Withheld - Note (c)		1,922,413

Resolution 19

Authority to make donations to political organisations and to incur political expenditure	
For - Note (b)	1,627,423,634
Percent of Votes Cast	92.03%
Percent of Issued Share Capital	70.95%
Against	141,003,499
Percent of Votes Cast	7.97%
Percent of Issued Share Capital	6.15%
Total Votes Cast (Excl. Votes Withheld)	1,768,427,133
Percent of Issued Share Capital	77.10%
Votes Withheld - Note (c)	5,382,676

Resolution 20 - Note (d)

Notice period for General Meetings	
For - Note (b)	1,594,625,564
Percent of Votes Cast	89.96%
Percent of Issued Share Capital	69.52%
Against	177,886,991
Percent of Votes Cast	10.04%
Percent of Issued Share Capital	7.76%
Total Votes Cast (Excl. Votes Withheld)	1,772,512,555
Percent of Issued Share Capital	77.27%
Votes Withheld - Note (c)	1,301,344

Notes:

- (a) The total number of ordinary shares in issue (excluding treasury shares) at the close of business on Wednesday 24 April 2019 was 2,293,775,200.
- (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 17, 18 and 20 will be submitted to the National Storage Mechanism as soon as practicable and will be available for inspection at www.morningstar.co.uk/uk/nsm. 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.

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

However, in relation to resolution 16 (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. 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 are aware that some institutional investors, particularly in South Africa, have specific policies against supporting this type of resolution. Following the outcome of today's vote, we will continue our ongoing engagement with

shareholders to better understand the position of those for which this authority continues to present concerns and will keep best practice in this area under review.

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

25 April 2019

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