

ORDINARY RESOLUTIONS**ORDINARY RESOLUTION NUMBER 1****Approval of annual financial statements**

In terms of the provisions of section 286(1) of the Companies Act (No. 61 of 1973), as amended (“Companies Act”), the directors are obliged to present the Company’s annual financial statements and Group annual financial statements to the members at the annual general meeting for consideration.

ORDINARY RESOLUTION NUMBER 2**Reappointment of auditor**

In terms of the provisions of section 270(1) of the Companies Act, a company shall at every annual general meeting appoint an auditor or auditors to hold office from the conclusion of that meeting until the conclusion of the next annual general meeting of the Company.

In terms of the provisions of section 274(3) of the Companies Act, when a firm is appointed as auditors the appointment should also specify the name of the individual registered auditor who undertakes the audit.

ORDINARY RESOLUTION NUMBER 3**Approval of directors’ remuneration**

In terms of the provisions of article 29.2.1 of the Company’s Articles of Association, the remuneration payable to the directors must be determined by the members of the Company.

ORDINARY RESOLUTIONS NUMBERS 4 – 9**Election of directors**

In terms of the provisions of article 31 of the Company’s Articles of Association, one-third of the directors, or if their number is not a multiple of three, then the number nearest to but not less than one-third are required to retire at each annual general meeting. A person appointed by the directors shall retire at the following annual general meeting and shall not form part of the one-third of directors who are required to retire by rotation. Directors may offer themselves for re-election. Biographical details of all the directors of the Company are set out on pages 12 and 13 of the annual report.

ORDINARY RESOLUTION NUMBER 10**Amendments to Remgro SAR Scheme**

Schedule 14 of the Listings Requirements of the JSE Limited (“the Listings Requirements”) has been replaced in its entirety with effect from 15 October 2008. The amendments to the Remgro SAR Scheme reflect these new requirements.

The maximum limit of shares for a single participant is being increased from 0.25% to 0.5% to allow participants to have the same exposure to the Remgro SAR Scheme following the distribution of the BAT shares to shareholders in 2008 that they would have had to the old Remgro Share Scheme.

SPECIAL RESOLUTIONS**SPECIAL RESOLUTION NUMBER 1****General authority to repurchase shares**

The annual renewal of this authority is required in terms of the provisions of the Listings Requirements and section 85 of the Companies Act. The existing authority to the directors is due to expire at the forthcoming annual general meeting, unless renewed.

SPECIAL RESOLUTION NUMBER 2**General authority to enter into derivative transactions**

The general authority is given to the directors to enable them, subject to the provisions of the Companies Act and the Listings Requirements, to enter into derivative transactions, which may or will lead to the Company being required to purchase its own shares.