

Company number 00078026

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN ORDINARY RESOLUTIONS

WEDNESDAY



A26 *A2AVCU1T* 19/06/2013 #381
COMPANIES HOUSE

OF

IMPERIAL TOBACCO OVERSEAS LIMITED

(the Company)

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company proposed that the following resolution be passed as an ordinary resolution

Ordinary Resolution

- 1 **THAT** subject to, and forthwith upon, the transfer to the Company of an interest in (i) a loan facility agreement between Imperial Tobacco Limited (ITL) and Van Nelle Tobacco International Holdings B V (**VNTIH BV**) dated on or around 5 June 2013 (the **VNTIH Loan Facility Agreement**) such that the Company received the rights of a lender under the VNTIH Loan Facility Agreement with a participation of €47,092,073 (forty seven million, ninety two thousand and seventy three euros) in the VNTIH Loan Facility Agreement, (ii) a loan facility agreement between ITL and Van Nelle Holdings B V (**VNH BV**) dated on or around 5 June 2013 (the **VNH Loan Facility Agreement**) such that the Company received the rights of a lender under the VNH Loan Facility Agreement with a participation of €47,092,073 (forty seven million, ninety two thousand and seventy three euros) in the VNH Loan Facility Agreement, (iii) a loan facility agreement between ITL and Imperial Tobacco Holding (Netherlands) B V (**ITHN BV**) dated on or around 5 June 2013 (the **ITHN Loan Facility Agreement**) such that the Company received the rights of a lender under the VNTIH Loan Facility Agreement with a participation of €77,571,275 (seventy seven million, five hundred and seventy one thousand, two hundred and seventy five euros) in the ITHN Loan Facility Agreement, and (iv) a loan facility agreement between ITL and Imperial Tobacco Holdings (Netherlands) B V. (**ITHN BV**) dated on or around 5 June 2013 (the **€265m Loan Facility Agreement**) such that the Company received the rights of a lender under the €265m Loan Facility Agreement with a participation of €128,244,578 (one hundred and twenty-eight million, two hundred and forty-four thousand, five hundred and seventy-eight euros) in the €265 Loan Facility Agreement from ITHN BV to ITL
 - (a) an interim dividend of the sterling equivalent of €300,000,000 (three hundred million euros) be declared to the sole member of the Company, and
 - (b) that instead of the dividend being paid in cash, the dividend be satisfied by the transfer by the Company to its sole member of the Company's rights under the VNTIH Loan Facility Agreement, the VNH Loan Facility Agreement, the ITHN Loan Facility Agreement and the €265m Loan Facility Agreement so that the sole member of the Company receives the rights of a lender under (i) the VNTIH Loan Facility Agreement with a participation of €47,092,073 (forty seven million, ninety two thousand and seventy three euros) in the existing loan to ITL under the VNTIH Loan Facility Agreement, (ii) the VNH Loan Facility Agreement with a participation of €47,092,073 (forty seven million, ninety two thousand and seventy three euros) in

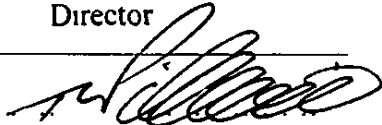
the existing loan to ITL under the VNH Loan Facility Agreement, (iii) the ITHN Loan Facility Agreement with a participation of €77,571,275 (seventy seven million, five hundred and seventy one thousand, two hundred and seventy five euros) in the existing loan to ITL under the ITHN Loan Facility Agreement, and (ii) the €264m Loan Facility Agreement with a participation of €128,244,578 (one hundred and twenty-eight million, two hundred and forty-four thousand, five hundred and seventy-eight euros) in the existing loan to ITL under the €265m Loan Facility Agreement

AGREEMENT OF ELIGIBLE MEMBER*

The undersigned, being the sole eligible member on 5 June 2013 (the "**circulation date**"), irrevocably agrees to the resolution set out above

Trevor Martin Williams
Director

Signed by _____



for and on behalf of **Imperial Tobacco Holdings (1) Limited**

Date **5th June 2013.**

The sole eligible member must signify its agreement to the proposed resolution by delivering a signed copy to the Company at PO Box 244, Upton Road, Bristol, BS99 7UJ. The sole eligible member must signify its agreement to the proposed resolution within 28 days from and including the circulation date. However, if the sole eligible member does not agree with the proposed resolution, it does not need to reply. Once the sole eligible member has signified its agreement to the proposed resolution, its agreement may not be revoked. The proposed resolution will lapse if it is not passed by the end of the 28 day period.

***Note:** An "eligible member" is a member who is or would be entitled to vote on the above resolutions on the circulation date (i.e. the date on which the resolution is sent or submitted to the member).