

Company number

00078026

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

IMPERIAL TOBACCO OVERSEAS LIMITED

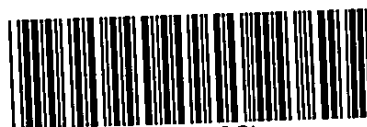
(the Company)

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company proposed that the following resolutions be passed as special resolutions:

Special Resolution

1. THAT

- (a) the directors of the Company be generally and unconditionally authorised, in accordance with section 551 of the Companies Act 2006, to exercise all powers of the Company to allot shares in the Company or grant rights to subscribe for, or convert any securities into, shares in the Company up to a maximum nominal amount equal to the aggregate of £8,000,000,000 (eight billion pounds sterling);
- (b) this authority shall expire on the day five years after the passing of this resolution;
- (c) the Company may, before this authority expires, make an offer or agreement which would or might require shares to be allotted or rights to be granted after it expires and the directors may allot shares or grant rights in pursuance of such offer or agreement as if this authority had not expired; and
- (d) all previously unutilised authorities under section 551 of the Companies Act 2006 previously granted shall cease to have effect.



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11/10/2013

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COMPANIES HOUSE

AGREEMENT OF ELIGIBLE MEMBER*

The undersigned, being the sole eligible member on 18 September 2013 (the "circulation date"), irrevocably agrees to the resolutions set out above

Signed by

.....

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

Date. 18 September 2013

The sole eligible member must signify its agreement to the proposed resolutions by delivering a signed copy to the Company at 121 Winterstoke Road, Bristol, BS3 2LL, U.K. The sole eligible member must signify its agreement to the proposed resolutions by 15 October 2013. However, if the sole eligible member does not agree with the proposed resolutions, it does not need to reply. Once the sole eligible member has signified its agreement to the proposed resolutions, its agreement may not be revoked. The proposed resolutions will lapse if it is not passed by 15 October 2013

***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)