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Imperial Tobacco Overseas Limited

(registered number 00078026) (the Company)

12 December 2017

To the Registrar of Companies

Capital reduction of the Company

In accordance with section 644(5) of the Companies Act 2006, we Marie Ann Wall, John Matthew Downing, David Ian Resnekov and Trevor Martin Williams all of the directors of the Company confirm that the solvency statement dated _____ December 2017 was:

- (i) made not more that 15 days before the date on which the resolution for reducing the share capital was passed; and
- (ii) provided to the members in accordance with section 642(2) of the Companies Act 2006.

Signed by all of the directors of the Company:

Marie Ann Wall

John Matthew Downing

David Ian Resnekov

Trevor Martin Williams

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