

Company number 00078026

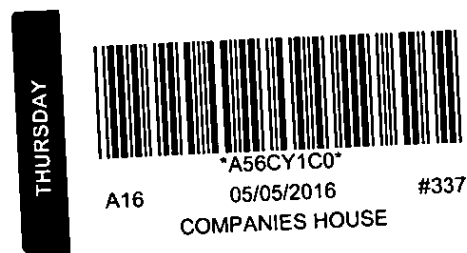
THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN ORDINARY RESOLUTION
OF
IMPERIAL TOBACCO OVERSEAS LIMITED
(the Company)

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

Ordinary Resolution

THAT subject to, and forthwith upon (i) the assignment to the Company by Imperial Tobacco Overseas Holdings (1) Limited (**ITOH 1**) of €116,755,955 of Imperial Brands Finance PLC (**IBF**) receivables, and (ii) the assignment to the Company by Millennium Tobacco (**Millennium**) of NOK 422,000,000 of IBF receivables

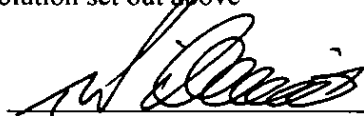
- a) an interim dividend of €116,755,955 plus NOK 422,000,000 be declared to Imperial Tobacco Holdings (1) Limited (**ITH 1**) as the sole member of the Company, and
- b) instead of the dividend being paid in cash, the payment of the dividend be satisfied by the assignment by the Company to ITH 1 of IBF receivables of €116,755,955 plus NOK 422,000,000



AGREEMENT OF ELIGIBLE MEMBERS*

The undersigned, being the eligible members on 28 April 2016 (the "**circulation date**"), irrevocably agree to the resolution set out above

Signed by



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

Date 28 April 2016

Eligible members must signify their agreement to the proposed resolution by delivering a signed copy to the Company at 121 Winterstoke Road, Bristol BS3 2LL. Eligible members must signify their agreement to the proposed resolution within 28 days from and including the circulation date. However, eligible members who do not agree with the proposed resolution do not need to reply. Once eligible members have signified their agreement to the proposed resolution, their agreement may not be revoked. The proposed resolution will lapse if it is not passed by the end of the 28 day period from and including the circulation date.

***Note:** "Eligible members" are those members who are or would be entitled to vote on the above resolution on the circulation date (i.e. the date on which the resolution is sent or submitted to members).