

BRITISH AMERICAN TOBACCO RUSSIA (INVESTMENTS) LIMITED
Company number 223593
(the "Company")

WRITTEN RESOLUTIONS OF THE SOLE MEMBER OF THE COMPANY
PASSED PURSUANT TO
SECTION 288 OF THE COMPANIES ACT 2006

The following written resolutions having been duly proposed by the Directors of the Company were duly passed by the Company, as Special Resolutions, on 29 October 2013

SPECIAL RESOLUTION

THAT the issued share capital of the Company be reduced from £57,896 divided into 57,896 issued ordinary fully paid-up shares of £1 each, to £1 divided into 1 issued ordinary fully paid-up share of £1 (the "**Reduction of Capital**"), by

- (a) the cancellation in full of 57,895 £1 Ordinary Shares held in the name of British American Tobacco Holdings (The Netherlands) B V , and
- (b) the proceeds of the Reduction of Capital (being the nominal value per share cancelled) being credited to the Company's profit and loss reserve,

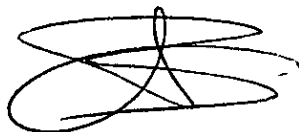
such Reduction of Capital to take effect on the day on which the copy of this resolution (and the documents which must accompany it under section 644(1) of the Companies Act 2006) are registered by the Registrar of Companies at Companies House in accordance with section 644(3) of the Companies Act 2006

SPECIAL RESOLUTION

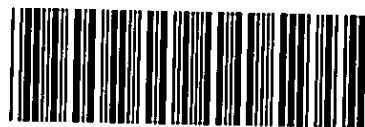
THAT the share premium reserve be reduced from £165,418,384 to £Nil and the proceeds be credited to the Company's profit and loss reserve, such reduction to take effect on the day on which the copy of this resolution (and the documents which must accompany it under section 644(1) of the Companies Act 2006) is registered by the Registrar of Companies at Companies House in accordance with section 644(3) of the Companies Act 2006

For and on behalf of

BRITISH AMERICAN TOBACCO HOLDINGS (THE NETHERLANDS) B.V.



Date 29 October 2013



"L2K2QJG1"

LD1

30/10/2013

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COMPANIES HOUSE