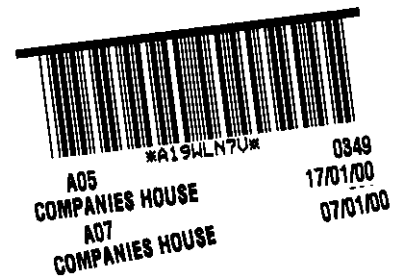


Registered Number : 1318783

R.D. LILLIS & SONS LIMITED

ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 1999



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DIRECTORS' REPORT

The Directors submit their report and the audited accounts for the year ended 31st March 1999.

Activities and Results

Under an agency agreement, the Company has entered into transactions as agent for group undertakings, the records and results thereof being incorporated in the accounting records and accounts of those undertakings.

Dividend

The Directors do not recommend the payment of a dividend.

The Year 2000 Issue

The business and support operations of the Rothmans International B.V. group (the "group") have been assessed in order to determine the level of attention required to address the problems posed by the onset of the Year 2000. Taskforces within the Group's operations are implementing plans to deal with the issues identified. Progress towards completion of these plans is reported to the Audit Committee. The operation of our business depends not only on our own systems, but also to some degree on those of our suppliers, distributors and customers. Therefore, there remains an inevitable exposure to risk in the event that there is a failure by other parties to remedy their own Year 2000 issues. Where appropriate, this risk is being addressed through seeking assurance from such parties that this issue is being dealt with appropriately. Contingency plans embracing alternative ways of working are also being developed in the case of any failure to achieve the necessary solutions. Costs specifically directed towards the resolution of Year 2000 risks are being expensed as incurred.

The Introduction of the Euro

On 1 January 1999 eleven Member States of the European Union adopted the Euro as their local currency. The Euro is initially available only for currency trading and non-cash transactions, and during this interim period the existing local currencies of the participating countries remain legal tender as expressions of the Euro. The Group established a number of working parties in prior years to examine the actions its businesses were required to take in order to ensure a smooth transition to the Euro. As from 1 January 1999 the Group's businesses operating within the eleven Member States are able to transact with customers and suppliers using the Euro as appropriate. The costs incurred by the Group's businesses in achieving Euro functionality are not considered to be material and have been expensed as incurred.

Directors

The Directors of the Company during the year ended 31st March 1999 were:

J D Paget
A E Griffiths

Subsequent to the year end, D N F Salter, P M Cook and M L Hendershot were appointed Directors on 10 November 1999 and on 11 November 1999 J D Paget resigned as Director.

DIRECTORS' REPORT

Post balance sheet event

Set out in Note 8 are details of a post balance sheet event concerning Rothmans International B.V., (the company considered by the directors to be the parent company for operational purposes).

Directors' Interests

According to the register, kept under Section 325 of the Companies Act 1985, no Director holding office at 31st March 1999 had any interest in the shares of the Company, its parent company or its fellow subsidiaries, either at the beginning or end of the year.

General Meetings

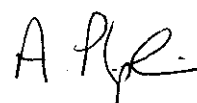
Elective resolutions have been passed in accordance with Section 379A of the Companies Act 1985 (as amended) to dispense with the laying of accounts before the Company in General Meeting (pursuant to Section 252 of the Act) and to dispense with the holding of Annual General Meetings (pursuant to Section 366A of the Act).

Registered No: 1318783

Registered Office:

Oxford Road
Aylesbury
Bucks
HP21 8SZ

On Behalf of the Board



For and on behalf of
Risecretaries Limited
Secretary

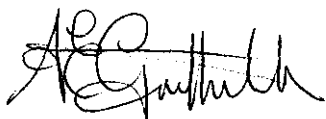
4th January 2000

BALANCE SHEET AS AT 31ST MARCH 1999

	Notes	1999 £	1998 £
CURRENT ASSETS			
Amounts owed by group undertakings	5	14,677	14,677
		<u> </u>	<u> </u>
CAPITAL AND RESERVES			
Called up share capital	7	200	200
Share premium account		12,840	12,840
Profit and loss account		1,637	1,637
		<u> </u>	<u> </u>
		14,677	14,677
		<u> </u>	<u> </u>
Equity Shareholders' Funds		14,577	14,577
Non-Equity Shareholders' Funds		100	100
		<u> </u>	<u> </u>
TOTAL SHAREHOLDERS' FUNDS		14,677	14,677
		<u> </u>	<u> </u>

The Company has been dormant within the meaning of Section 250 of the Companies Act 1985 throughout the financial year ended 31st March 1999 and it is anticipated that it will remain so in the future.

The accounts were approved by the Board on 4th January 2000



Director A.E. GRIFFITHS

The notes on pages 5 and 6 form an integral part of these accounts.

NOTES TO THE ACCOUNTS 31ST MARCH 1999

1. The accounts have been prepared on historical cost accounting principles and in accordance with applicable Accounting Standards in the United Kingdom.
2. As at 31 March 1999, the directors regard Compagnie Financière Richemont AG, a listed company incorporated in Switzerland, to be the ultimate parent company; shares representing 50% of the voting rights of that company are held by Compagnie Financière Rupert which, for the purposes of Financial Reporting Standard 8, is regarded by the directors as the ultimate controlling party. As at 31 March 1999, the directors consider that the company is controlled, for operational purposes, by Rothmans International B.V. At 31 March 1999 the Company's immediate parent company for which group accounts were drawn up was Rothmans International B.V., a company incorporated in The Netherlands.

Copies of the group accounts of Rothmans International B.V. are available from The Secretary, De Boelelaan 32, 1083 HJ Amsterdam, The Netherlands. Copies of the group accounts of Compagnie Financière Richemont AG are available from The Secretary, Rigistrasse 2, CH-6300 Zug, Switzerland.

Details of a post balance sheet event concerning parent companies and controlling parties are set out in Note 8 of these financial statements.

3. The Company did not employ anyone during the year or during the preceding year.
4. The Directors did not receive any emoluments during the year or during the preceding year.
5. The amounts owed by group undertakings are receivable from the Company's immediate parent undertaking.
6. Under an agency agreement, the Company has entered into transactions as agent for group undertakings, the records and results thereof being incorporated in the accounting records and accounts of those undertakings.
7. Called up share capital of the Company is as follows:

	1999	1998
	£	£
Authorised - 200 Ordinary shares of 50p each.	100	100
- 100 5% non-cumulative Preference shares of £1 each	100	100
	—	—
	200	200
	==	==
Allotted, called up and fully paid		
- 200 Ordinary shares of 50p each	100	100
- 100 5% non-cumulative Preference shares of £1 each.	100	100
	—	—
	200	200
	==	==

NOTES TO THE ACCOUNTS 31ST MARCH 1999

8. Post balance sheet event

On 11 January 1999, Compagnie Financière Richemont AG and British American Tobacco plc announced terms had been agreed for the proposed merger of the Rothmans International B.V. Group with British American Tobacco plc. British American Tobacco plc shareholders approved the merger at an extraordinary general meeting held on 8 April 1999. The transaction was completed on 7 June 1999 and from that date British American Tobacco plc became the ultimate parent company and ultimate controlling party of this company. Copies of the group accounts of British American Tobacco plc are available from The Secretary, British American Tobacco plc, Globe House, London, WC2R 2PG, the United Kingdom.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The following statement is made with a view to distinguishing for shareholders the respective responsibilities of the Directors in relation to the financial statements.

The Directors are required by the Companies Act 1985 to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Company as at the end of the financial year and of the profit or loss for the financial year.

The Directors consider that in preparing the financial statements on pages 4 to 6 the Company has used appropriate accounting policies, consistently applied and supported by reasonable and prudent judgements and estimates and that all accounting standards which they consider to be applicable have been followed. The Directors are required to use a going concern basis in preparing the financial statements unless this is inappropriate.

The Directors have responsibility for ensuring that the Company keeps accounting records which disclose with reasonable accuracy the financial position of the Company and which enable them to ensure that the financial statements comply with the Companies Act 1985.

The Directors have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.