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COMPANIES FORM No. 155(6)b

## Declaration by the directors of a holding company in relation to assistance for the acquisition of shares.

# 155(6)b

Please do not  
write in this  
margin

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

Note  
Please read the notes  
on page 3 before  
completing this form

\*Insert full name  
of company

†Insert name(s) and  
address(es) of all  
the directors

§Delete as  
appropriate

‡Delete whichever  
is inappropriate

Pursuant to section 155(6) of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

[ ] [ ] [ ] [ ]

1860181

Name of company

\* Imperial Tobacco Limited

X/We† Robert Dyrbus of 44 Wakehurst Road, London SW11 6BH

Stuart Trevor Painter of Timsah, 54 Park Road, Kenley, Surrey CR8 5AR

Gareth Davis of 22 Hillcrest Gardens, Burton Joyce, Nottingham NG14 5DE

Clive Alfred Carrington Inston, Hunters Lodge, 7 Argyle Road, Clevedon, North Somerset  
BS21 7BT,

Christopher James Davisson, 5 Well Close, Long Ashton, Bristol BS18 9NB

~~the sole director~~ [all the directors]§ of the above company (hereinafter called 'this company') do  
solemnly and sincerely declare that:

The business of the company is:

- ~~(a) that of a recognised bank (licensed institution) within the meaning of the Banking Act 1979;~~  
~~(b) that of a person authorised under section 300A of the Insurance Companies Act 1982 to carry on  
insurance business in the United Kingdom;~~  
(c) something other than the above‡

This company is ~~the~~ [a] holding company of\* Imperial Tobacco Finance Limited ("ITF")

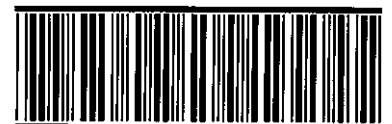
\_\_\_\_\_ which is  
proposing to give financial assistance in connection with the acquisition of shares  
in [this company] [ \_\_\_\_\_

~~the holding company of this company~~‡

Presentor's name, address and  
reference (if any):  
Ashurst Morris Crisp  
Broadwalk House  
5 Appold Street  
London EC2A 2HA

For official use  
General Section

Post room



KLO \*K3VKU8U\* 2926  
COMPANIES HOUSE 30/10/96

The assistance is for the purpose of ~~[not an acquisition]~~ [reducing or discharging a liability incurred for the purpose of that acquisition].† (note 1)

Please do not write in this margin

Please complete legibly, preferably in black type, or bold block lettering

The number and class of the shares acquired or to be acquired is: 100 ordinary shares of US\$1 each and 1,000,000 deferred shares of £1 each

The assistance is to be given to: (note 2) Imperial Tobacco Holdings Limited ("ITH") (Company No. 3087180) whose registered office is at PO Box 244, Upton Road, Bristol BS99 7UJ

The assistance will take the form of:

Please see attachment 1

The person who [has acquired] ~~[will acquire]~~† the shares is: ITH

†Delete as appropriate

The principal terms on which the assistance will be given are:

Please see attachment 2

The amount (if any) by which the net assets of the company which is giving the assistance will be reduced by giving it is Nil

The amount of cash to be transferred to the person assisted is £ Up to £1,215,000,000

The value of any asset to be transferred to the person assisted is £ Nil

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

I/We have formed the opinion, as regards the company's initial situation immediately following the date on which the assistance is proposed to be given, that there will be no ground on which it could then be found to be unable to pay its debts. (note 3)

\*Delete either (a) or  
(b) as appropriate

- (a) [I/We have formed the opinion that the company will be able to pay its debts as they fall due during the year immediately following that date]\* (note 3)
- (b) [~~It is intended to commence the winding-up of the company within 12 months of that date, and I/We have formed the opinion that the company will be able to pay its debts in full within 12 months of the commencement of the winding-up.~~]\* (note 3)

And I/we make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at Sautelle, Brazil.

the 28<sup>th</sup> day of October

One thousand nine hundred and ninety six

before me [Signature]

A Commissioner for Oaths or Notary Public or Justice of the Peace or a Solicitor having the powers conferred on a Commissioner for Oaths.

Declarants to sign below

[Signature]  
[Signature]  
[Signature]  
[Signature]  
R. Dybns.

## NOTES

- 1 For the meaning of "a person incurring a liability" and "reducing or discharging a liability" see section 152(3) of the Companies Act 1985.
- 2 Insert full name(s) and address(es) of the person(s) to whom assistance is to be given; if a recipient is a company the registered office address should be shown
- 3 Contingent and prospective liabilities of the company are to be taken into account - see section 156(3) of the Companies Act 1985.
- 4 The auditors report required by section 156(4) of the Companies Act 1985 must be annexed to this form.

**IMPERIAL TOBACCO LIMITED**  
**Company Number 1860181**

**Attachment 1 - Form 155(6)b**

The execution and delivery by ITF of an intra-group loan agreement (the "**Intra-Group Loan Agreement**") to be entered into between ITH as borrower and ITF as lender pursuant to which ITF would make available to ITH a credit facility in the maximum principal amount of £1,215,000,000.

R/L

**IMPERIAL TOBACCO LIMITED**

**Company Number 1860181**

**Attachment 2 - Form 155(6)b**

By executing the Intra-Group Loan Agreement ITF will make available to ITH a credit facility of up to £1,215,000,000 to be used by ITH to make payments when due under the Credit Agreement (as defined below) in order to refinance in part the acquisition of the entire issued share capital of the Company, by ITH.

"**Credit Agreement**" means the £1,250,000,000 revolving credit facility agreement between Imperial Tobacco Group PLC (1), Midland Bank plc and NatWest Capital Markets Limited as arrangers (2), the Banks named therein (3) and Lloyds Bank Plc as agent (4) and to which ITF and ITH acceded on 1 October 1996.

RJC.

your reference

our reference

PC226 Imperial/DB/djhit02.let

The Directors  
Imperial Tobacco Limited  
PO Box 244  
Upton Road  
Southville  
Bristol BS99 7UJ

28 October 1996

Dear Sirs

**Auditors' report to the directors of Imperial Tobacco Limited  
pursuant to section 156(4) of the Companies Act 1985**

We have examined the attached statutory declaration of the directors of Imperial Tobacco Limited ('the Company') dated 28 October 1996 in connection with the proposal that the Company's subsidiary undertaking, Imperial Tobacco Finance Limited, should give financial assistance for the purpose of reducing or discharging a liability incurred for the purpose of the purchase of 100 of the ordinary shares of US\$1.00 each and 1,000,000 of the deferred shares of £1.00 each of the Company.

**Basis of opinion**

We have enquired into the state of the Company's affairs in order to review the bases for the statutory declaration.

**Opinion**

We are not aware of anything to indicate that the opinion expressed by the directors in their declaration as to any of the matters mentioned in section 156(2) of the Companies Act 1985 is unreasonable in all the circumstances.

*Coopers & Lybrand*

Chartered Accountants