

Company number
1860181

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
IMPERIAL TOBACCO LIMITED

At an extraordinary general meeting of the company duly convened and held at the Registered Office, PO Box 244, Upton Road, Bristol BS99 7UJ on 22 September 2008 the following resolutions were duly passed

ORDINARY RESOLUTION

- (1) That, subject to and in accordance with the Companies Act 2006 and the articles of association of the Company, the directors may authorise (whether with or without conditions) any matter or situation arising on or after 1 October 2008 in which a director has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company (including, without limitation, in relation to the exploitation of any property, information or opportunity, whether or not the Company could take advantage of it) and for this purpose, a conflict of interest includes a conflict of interest and duty and a conflict of duties

SPECIAL RESOLUTION

That

- (2) (a) In accordance with sections 80, 123 and 381A of the Companies Act 1985, the directors be generally and unconditionally authorised to exercise all powers of the company to allot relevant securities (as defined for the purposes of section 80 of the Companies Act 1985) up to a maximum nominal amount equal to the aggregate of £89,170,000,
- (b) this authority shall expire on the day five years after the passing of this resolution, and
- (c) the company may, before this authority expires, make an offer or agreement which would or might require relevant securities to be allotted under this authority after it expires

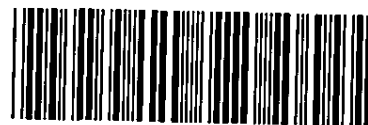


By M R Phillips (Secretary)

For and on behalf of Imperial Tobacco Limited

Date 22 September 2008

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COMPANIES HOUSE