

04-11-96

Company Number 1860181

THE COMPANIES ACT 1985

WRITTEN RESOLUTION

OF

IMPERIAL TOBACCO LIMITED  
(the "Company")

In accordance with Regulation 53 of Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as incorporated into the Articles of Association of the Company by article 1(a) thereof we being the holders of the issued or allotted shares in the Company entitled to vote at any General Meeting of the Company in respect of the following resolutions hereby approve the following resolutions:-

SPECIAL RESOLUTIONS

1. THAT, subject to compliance with Sections 155-158 of the Companies Act 1985, the terms of, the arrangements contemplated by, and the execution, delivery and performance by Imperial Tobacco Finance Limited, being a subsidiary of the Company, ("ITF") of an intra-group loan agreement (the "Intra-Group Loan Agreement") to be entered into between Imperial Tobacco Holdings Limited ("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 to be used by ITH in refinancing, in part, the acquisition of the entire issued share capital of the Company by ITH be and is hereby approved.
2. THAT the execution, delivery and performance by ITF of, and the subsequent exercise of rights under the Intra-Group Loan Agreement is in the best interests of ITF and the Company.
3. THAT the giving of financial assistance by ITF by the execution of, and the subsequent exercise of rights under, the Intra-Group Loan Agreement be and is hereby approved.
4. THAT approval for ITF to enter into the Intra-Group Loan Agreement be and is given notwithstanding that ITF might be held to be giving financial assistance for the purposes of Sections 151 and 152 of the Companies Act 1985.

Registered Office: PO Box 244  
Upton Road  
Bristol  
BS99 7UJ

Date: 28 October 1996

  
Imperial Tobacco Holdings Limited

