

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 holder of the issued or allotted shares in the Company entitled to vote at any General Meeting of the Company in respect of the following resolution (being the ordinary shares of £1 each), hereby approve the following resolution as a special resolution:-

THAT,

- (i) the Company be and is hereby authorised pursuant to section 164 of the Companies Act 1985 to purchase 100 \$1 ordinary shares of the Company pursuant to the proposed contract for purchase between the Company and Imperial Tobacco Holdings Limited (the "Purchase Agreement") (a copy of which has been attached to this resolution), that the Purchase Agreement be and is hereby approved and the Company be and is hereby authorised to enter into the Agreement and do all things as may be necessary to complete the Purchase Agreement provided that this authority shall expire on 1 June 1999; and
- (ii) conditional on completion of the Purchase Agreement, new articles of association in the form contained in the draft articles of association, initialled by the holder of the issued and allotted share capital in the Company for the purposes of identification and attached to this written resolution, be and are hereby adopted as the articles of association of the Company in substitution for and to the exclusion of all previous articles of association.

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

Date: 11 May 1999

  
G Davis  
For and on behalf of  
Imperial Tobacco Holdings Limited



**THE COMPANIES ACT 1985**

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**COMPANY LIMITED BY SHARES**

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**ARTICLES OF ASSOCIATION**

- of -

**IMPERIAL TOBACCO LIMITED**

(adopted by written resolution passed  
on 11 May 1999)

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**ASHURST MORRIS CRISP**

Broadwalk House  
5 Appold Street  
London EC2A 2HA

Tel: 0171-638-1111

Fax: 0171-972-7990

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**THE COMPANIES ACT 1985**

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**COMPANY LIMITED BY SHARES**

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**ARTICLES OF ASSOCIATION**

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**PRELIMINARY**

1. In these articles:-

- (a) "Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force; and
- (b) "Table A" means Table A in the Schedule to the Companies (Tables A to F) regulations 1985 (as amended by the Companies (Tables A to F) (Amendment) regulations 1985).

2. The Company is a private company. The regulations contained in Table A save insofar as they are excluded or varied hereby, and the regulations hereinafter contained shall constitute the regulations of the Company. The capital of the Company is £1,000,000 divided into 1,000,000 Ordinary Shares of £1 each.

**ALLOTMENT OF SHARES**

- 3.1 All shares of the Company shall be under the control of the directors who may (subject to section 80 of the Act and to these Articles) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.
- 3.2 Sections 89(1) and 90(1) to (6) inclusive of the Act shall not apply to the Company.

## **TRANSFER OF SHARES**

4. The directors may, in their absolute discretion and without giving any reason, decline to register the transfer of a share, whether or not it is a fully paid share, and the first sentence of regulation 24 of Table A shall not apply to the Company.

## **GENERAL MEETINGS**

5. In regulation 38 of Table A, the following shall be substituted for the second paragraph:-

"The notice shall specify the time and place of the meeting and, in the case of special business, the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the directors and auditors, the election of directors in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors."

In regulation 38 of Table A, the words "or a resolution appointing a person as a director" shall be deleted.

## **WRITTEN RESOLUTIONS**

- 6.1 If and for so long as the Company has only one Member and that Member takes any decision which is required to be taken in general meeting or by means of a written resolution, that decision shall be as valid and effectual as if agreed by the Company in general meeting.
- 6.2 Any decision taken by a sole Member pursuant to Article 6.1 shall be recorded in writing and delivered by that Member to the Company for entry in the Company's Minute Book.
7. With respect to any such resolution in writing as is referred to in regulation 53 of Table A:-
  - (a) in the case of joint holders of a share the signature of any one of such joint holders shall be sufficient for the purposes of regulation 53; and
  - (b) in the case of a corporation which holds a share, the signature of any director or the secretary thereof shall be sufficient for the purposes of regulation 53.
- 8.1 A proxy shall be entitled to vote on a show of hands and regulation 54 of Table A shall be modified accordingly.
- 8.2 In regulation 62 of Table A (time for deposit of proxy) the words "not less than 48 hours" and "not less than 24 hours" shall be deemed to be deleted.

- 9.1 If and for so long as the Company has only one Member, that Member present in person or by proxy or if that Member is a corporation by a duly authorised representative shall be a quorum.
- 9.2 Regulations 40 and 41 of Table A shall not apply to the Company.

## **DIRECTORS**

10. A director shall be entitled to vote as a director and be counted in the quorum in respect of any resolution concerning a matter in which he has, directly or indirectly, an interest or duty (whether or not it may conflict with the interests of the Company). Regulations 94 to 98 (inclusive) of Table A shall not apply to the Company.

## **APPOINTMENT AND RETIREMENT OF DIRECTORS**

- 11.1 Regulation 64 of Table A shall not apply to the Company.
- 11.2 The maximum and minimum number respectively of the directors may be determined from time to time by ordinary resolution in general meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of directors and the minimum number shall be one. If and for so long as the minimum number of directors is one, a sole director shall have authority to exercise all the powers and discretions expressed by Table A and by these Articles to be vested in the directors generally, and regulation 89 of Table A shall be modified accordingly.
12. The holder or holders for the time being of more than one-half of the issued ordinary shares of the Company shall have the power from time to time and at any time to appoint any person or persons as a director or directors either as additional directors or to fill any vacancy and to remove from office any director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the Member or Members making the same or in the case of a Member being a company signed on its behalf by one of its directors and shall take effect upon lodgement at the registered office of the Company, or such date later than such lodgement as may be specified in the instrument. Regulation 81 of Table A shall be construed accordingly.
13. Unless and until otherwise determined by the Company by ordinary resolution, either generally or in any particular case, no director shall vacate or be required to vacate his office as a director on or by reason of his attaining or having attained the age of 70, and any director retiring or liable to retire under the provisions of these articles and any person proposed to be appointed a director shall be capable of being appointed or re-appointed as a director notwithstanding that he has attained the age of 70, and no special notice need be given of any resolution for the appointment or re-appointment as a director of a person who shall have attained the age of 70, and it shall not be necessary to give to the Members notice of the age of any director or person proposed to be appointed or re-appointed as such.

14. Without prejudice to the foregoing Article 13 , no person shall be ineligible for appointment as a director by reason of his having attained any particular age, save that no director shall be appointed until they have attained 18 years of age. No shareholding qualification for directors shall be required.

#### **ROTATION OF DIRECTORS**

15. The directors shall not be liable to retire by rotation, and accordingly regulations 73 to 77 (inclusive) and 80 shall not apply to the Company; in regulation 78 of Table A the words "and may also determine the rotation in which any additional directors are to retire." shall be deleted; and in regulation 79 of Table A the second and third sentences thereof shall be deleted.

#### **BORROWING POWERS**

16. The directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to section 80 of the Act to grant any mortgage, charge or other security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

#### **PROCEEDINGS AT GENERAL MEETINGS**

17. A resolution in writing executed by or on behalf of each Member who would have been entitled to vote if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more Members. In the case of a share held by joint holders the signature of any one of them on behalf of all such joint holders shall be sufficient for the purposes of passing a resolution in writing. The directors shall cause a record of each resolution in writing, and of the signatures to it, to be entered in a book in the same way as minutes of proceedings of a general meeting of the Company and to be signed by a director or the secretary of the Company.

#### **PROCEEDINGS OF DIRECTORS**

18. The directors may meet for the dispatch of business, adjourn or otherwise regulate their meetings as they think fit. Without prejudice to the foregoing, all or any director or member of a committee of the board may participate in a meeting of the directors or such committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and any director or member of a committee participating in a meeting in this manner shall be deemed to be present in person at such meeting and shall be entitled to vote and be counted in the quorum accordingly. Such a meeting shall be deemed to take place where the chairman of the meeting is then present. The word "meeting" in these Articles shall be construed accordingly.
19. A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or a committee of directors shall be valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held

and may consist of several documents in the like form each signed by one or more directors; but a resolution signed by an alternative director need not also be signed by his appointor and, if it is signed by a director who has appointed an alternate director, it need not be signed by the alternate director in that capacity.

20. The directors may exercise or procure the exercise of the voting rights conferred by the shares in any other body corporate held or owned by the Company or any power of appointment in relation to any other body corporate, and may exercise any voting rights or power of appointment to which they are entitled as directors of such other body corporate, in such manner as they shall in their absolute discretion think fit, including the exercise thereof in favour of appointing themselves or any of them as directors, officers or servants of such other body corporate, and fixing their remuneration as such, and may vote as directors of the Company in connection with any of the matters aforesaid.

#### SEAL

21. The Company may have an official seal for use abroad under the provisions of the Act, where and as the directors shall determine, and the Company may by writing under the common seal appoint any agents or agent, committees or committee abroad to be the duly authorised agents of the Company, for the purpose of affixing and using any such official seal, and may impose such restrictions on the use thereof as may be thought fit. Wherever in these articles reference is made to the common seal of the Company, the reference shall, when and so far as may be applicable, be deemed to include any such official seal as aforesaid.

#### INDEMNITY

22. Every director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all costs, charges, losses, expenses and liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company. No director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this article shall only have effect insofar as its provisions are not avoided by the Act. Regulation 118 of Table A shall not apply to the Company.