

Rothmans International Tobacco Products Limited
Registered Number 1942099

Directors' Report and Financial Statements

For the year ended 31 December 2009

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Rothmans International Tobacco Products Limited

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Directors' report

The Directors present their report together with the audited financial statements of the Company for the year ended 31 December 2009

Principal activities

Until June 2009, the Company acted as an intermediate holding company of a subsidiary of the British American Tobacco p l c Group (the "Group")

Review of the year to 31 December 2009

During the financial year under consideration, the Company transferred its investment in Murray, Sons & Company, Limited to B A T (U K and Export) Limited, which resulted in a profit of £1 00 (2008 £nil)

The Company did not trade and received no income and incurred no expenditure other than the gain on the transfer of its investment

The Directors expect the Company's activities to continue on a similar basis in the foreseeable future

Key performance indicators

The Directors of British American Tobacco p l c , the ultimate parent company, manage the operations of the Group on a regional basis. For this reason, and given the nature of the Company's activities, the Company's Directors believe that key performance indicators are not necessary or appropriate for an understanding of the Company's specific development, performance or the position of its business. However, key performance indicators relevant to the Group, and which may be relevant to the Company, are disclosed under the Business Review section in the Annual Report of British American Tobacco p l c and do not form part of this report

Principal risks and uncertainties

The principal risks and uncertainties of the Company, including financial risk management, are integrated with the principal risks of the Group and are monitored by audit committees to provide a framework for identifying, evaluating and managing risks faced by the Group. Accordingly, the key Group risk factors that may be relevant to the Company are disclosed in the Annual Report of British American Tobacco p l c, and do not form part of this report

Dividends

The Directors do not recommend the payment of a dividend for the year (2008 £nil)

Board of Directors

The names of the persons who served as directors of the Company during the period 1 January 2009 to the date of the report are as follows

Robert James Casey
Charl Erasmus Steyn

Directors' report

Statement of Directors' responsibilities

The Directors are responsible for preparing the Directors' report and the financial statements in accordance with applicable law and regulations

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). The financial statements are required by law to give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period.

In preparing those financial statements, the Directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and estimates that are reasonable and prudent,
- state whether applicable United Kingdom Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements, and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business, in which case there should be supporting assumptions or qualifications as necessary.

The Directors confirm that they have complied with the above requirements in preparing the financial statements.

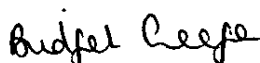
The Directors are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Directors' declaration in relation to relevant audit information

Having made enquiries of fellow directors and of the Company's auditors, each of the Directors confirms that

- (1) to the best of his knowledge and belief, there is no relevant audit information of which the Company's auditors are unaware, and
- (2) he has taken all steps that a director might reasonably be expected to have taken in order to make himself/herself aware of relevant audit information and to establish that the Company's auditors are aware of that information.

By Order of the Board



For and on behalf of Risecretaries Limited, Secretary

13 August 2010

Independent auditors' report to the members of Rothmans International Tobacco Products Limited

We have audited the financial statements of Rothmans International Tobacco Products Limited for the year ended 31 December 2009 which comprise the Balance Sheet and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Respective responsibilities of directors and auditors

As explained more fully in the Directors' Responsibilities Statement set out on page 4, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the Company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the Company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the Directors, and the overall presentation of the financial statements.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the Company's affairs as at 31 December 2009 and of its result for the year then ended
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Independent auditors' report to the members of Rothmans International Tobacco Products Limited (continued)

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of Directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit



Nicholas Campbell-Lambert

Senior Statutory Auditor

For and on behalf of PricewaterhouseCoopers LLP

Chartered Accountants and Statutory Auditors

1 Embankment Place

London

17 August 2010

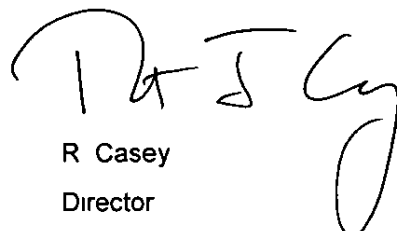
Rothmans International Tobacco Products Limited
Registered Number 1942099

Balance sheet – 31 December 2009

	Note	2009 £'000	2008 £'000
Fixed assets			
Investments in subsidiary undertakings	3	-	91
Creditors' amounts falling due within one year	4	-	(91)
Net current liabilities		-	(91)
Total assets less current liabilities		-	-
Capital and reserves			
Share capital	5	-	-
Profit and loss account	6	-	-
Total shareholders' funds		-	-

The financial statement on page 7 to 10 was approved by the Directors on 13 August 2010 and signed on behalf of the Board

During the financial year the Company did not trade and received no income and incurred no expenditure, other than a gain of £1 00 on transfer of investment to a fellow Group undertaking. Consequently the Company made neither a profit nor loss. There were also no other recognised gains and losses for the current or preceding financial year.



R Casey
 Director

Rothmans International Tobacco Products Limited

Notes to the financial statements – 31 December 2009

1 Accounting policies

A summary of the principal accounting policies is set out below

(1) Basis of accounting

The financial statements are prepared on the going concern basis, under the historical cost convention, and in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom

(2) Cash flow statement

The Company is a wholly-owned subsidiary of British American Tobacco p l c. The cash flows of the Company are included in the consolidated cash flow statement of British American Tobacco p l c, which is publicly available. Consequently the Company is exempt under the terms of FRS 1 (Revised) from publishing a cash flow statement

(3) Foreign currencies

Transactions arising in currencies other than sterling are translated at the rate of exchange ruling on the date of the transaction. Monetary assets and liabilities expressed in currencies other than sterling are translated at rates of exchange ruling at the end of the financial year. All exchange differences are taken to the profit and loss account in the year.

(4) Taxation

Taxation provided is that chargeable on the profits of the year, together with deferred taxation.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date, where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on an undiscounted basis.

(5) Fixed asset investments

Fixed asset investments are stated at cost less provisions for any impairment in value.

2 Operating charges

Audit fees of £100 were borne by a fellow Group undertaking (2008: £100).

None of the Directors received any remuneration in respect of their services as a Director of the Company during the year (2008: £nil).

There were no employees and no staff costs during the year (2008: £nil).

Rothmans International Tobacco Products Limited

Notes to the financial statements – 31 December 2009

3 Investments in subsidiary undertakings

Shareholdings at cost less provisions

	Total £'000
Cost	
1 January 2009	91
Disposal	(91)
31 December 2009	-

The disposal relates to the transfer of the Company's investment in Murray, Sons & Company, Limited to B A T (U K and Export) Limited, which resulted in a gain of £1 00

4 Creditors: amounts falling due within one year

	2009 £'000	2008 £'000
Amounts due to Group undertakings	-	91

Amounts due to Group undertakings were unsecured, interest free and repayable on demand

5 Share capital

Ordinary shares of £1 each	2009	2008
Allotted, called up and fully paid		
- value	£2	£2
- number	2	2

The concept of authorised share capital was abolished in October 2009 pursuant to the provisions of the Companies Act 2006, therefore authorised share capital has not been presented as at 31 December 2009

Rothmans International Tobacco Products Limited

Notes to the financial statements – 31 December 2009

6 Reserves

Profit and loss account	£'000
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1 January 2009 to 31 December 2009	-
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7 Related party disclosures

As a wholly owned subsidiary, the Company has taken advantage of the exemption under paragraph 3(c) of FRS 8 from disclosing transactions with other subsidiary undertakings of the British American Tobacco p l c Group

8 Parent undertakings

The Company's ultimate parent undertaking and ultimate controlling party is British American Tobacco p l c being incorporated in the United Kingdom and registered in England and Wales. The Company's immediate parent undertaking is B A T (U K and Export) Limited. Group financial statements are prepared only at the British American Tobacco p l c level.

9 Copies of the annual report and financial statements

Copies of the annual report of British American Tobacco p l c may be obtained from

The Company Secretary
Globe House
4 Temple Place
London
WC2R 2PG