

Company No: 2432316

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
ELECTIVE RESOLUTIONS  
OF

**B.A.T. (Westminster House) Limited**

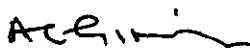
Passed 22 October 2004

At the ANNUAL GENERAL MEETING of the above-named Company, duly convened and held at Globe House, 1 Water Street, London WC2R 3LA, on 22 October 2004, the following resolutions were duly passed as Elective Resolutions:-

ELECTIVE RESOLUTIONS

6. IT WAS RESOLVED, as Elective Resolutions, THAT:

- (a) Pursuant to Section 366A of the Companies Act 1985 the Company elects to dispense with the holding of Annual General Meetings in 2005 and subsequent years until this election is revoked.
- (b) Pursuant to Section 252 of the Companies Act 1985 the Company elects to dispense with the laying of accounts and reports before the Company in General Meeting for the current financial year and all subsequent financial years.
- (c) Pursuant to Section 386 of the Companies Act 1985 the Company elects to dispense with the obligation to appoint Auditors annually.
- (d) The Company elects pursuant to Section 80A(1) of the Companies Act 1985 that the provisions of Section 80A of that Act apply instead of the provisions of Sections 80(4) and 80(5) in relation to the giving or the renewal after the said election of authority to allot shares.



Chairman of Meeting



