

ROTHMANS INTERNATIONAL UK PENSION FUND TRUSTEE LIMITED
("the Company")

**WRITTEN RESOLUTION OF THE SOLE MEMBER OF THE COMPANY IN
ACCORDANCE WITH SECTION 381A OF THE COMPANIES ACT 1985**

It was noted that, in order to comply with changes to the appointment of member nominated directors recently introduced in accordance with the Pensions Act 1995, it was necessary for the Company to amend its Articles of Association.

Accordingly, **IT WAS RESOLVED THAT** the new Articles of Association of the Company, signed for and on behalf of the Sole Member for the purpose of identification, be adopted as the Articles of Association of the Company in substitution for the existing Articles of Association.



for and on behalf of
Rothmans International Limited

DATE: 5th December 2001



THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
of

ROTHMANS INTERNATIONAL UK PENSION FUND TRUSTEE LIMITED

1 Preliminary

- 1.1** The Regulations contained in Table A of the Companies (Tables A to F) Regulations 1985 amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (hereinafter referred to as "Table A"), shall subject as hereinafter provided, and so far as are not inconsistent with the provisions of these Articles, apply to the Company. References herein to regulations are to Regulations in the said Table A unless otherwise stated.
- 1.2** Regulations 24, 35, 57, 65 to 69, 73 and 80, 82, 93, 94 to 98, 112 and 118 of Table A shall not apply to the Company.
- 1.3** The expression "relevant securities" wheresoever appearing herein, shall bear the meaning ascribed to it in Section 80 of the Act.
- 1.4** In these Articles (if not consistent with the subject or contract) the words set out below shall have the meanings set out beside them:

"**The Act**" means the Companies Act 1985 as amended by the Companies Act 1989.

"**Elected Directors**" means a Director elected in accordance with Article 19.

"**Principal Employer**" means Rothmans UK Holdings Limited (registered number: 2841443) or any duly appointed successor company for the time being.

"**Participating Companies**" means the Principal Employer and each other body corporate which shall have covenanted with the trustees of the Scheme pursuant to the provisions of the trust deed of the Scheme to be bound by the provisions thereof and of the Rules of the Scheme and is for the time being so bound.

"**Scheme**" means the pension scheme known as the Rothmans International UK Pension Scheme or such other name that may be adopted for the Scheme from time to time.

"**Scheme Member**" means any person who is a member of the Scheme and who is, under the rules of the Scheme or procedures put in place under the Pensions Act 1995, entitled to vote at elections of Directors.

2 Share Capital

- 2.1** The share capital of the Company at the date of adoption of these Articles is £100 divided into 100 Ordinary Shares of £1 each.
- 2.2** Subject to the provisions of Table A and to the following provisions of these Articles, the Directors shall have general and unconditional authority, pursuant to Section 80 of the Act to exercise any power of the Company to offer, allot or otherwise dispose of relevant securities, to such persons at such times and generally on such terms and conditions as they think proper. The maximum nominal amount of relevant securities that may be allotted under this authority shall be the nominal amount of the unissued share capital at the date

of the incorporation of the Company or such other amount as may from time to time authorised by the Company in general meeting.

2.3 The period within which the said authority to allot relevant securities may be exercised in the first instance shall be limited to five years, commencing upon the date of the adoption of these Articles.

2.4 Any offer or agreement in respect of relevant securities, which is made prior to the expiration of such authority and in all other respects within the terms of such authority, shall be deemed to have been duly authorised, notwithstanding that such offer or agreement would or might require relevant securities to be allotted after the expiration of such authority and, accordingly, the Directors may at any time allot any relevant securities in pursuance of such offer or agreement and thereafter shall be the period for which the authority conferred above is renewed or extended by the Company in general meeting in accordance with Paragraph E below.

2.5 The authority conferred upon the Directors to allot relevant securities may at any time, by Ordinary Resolution of the Company in general meeting, be revoked, varied or renewed (whether or not it has been previously renewed hereunder) for a further period not exceeding five years.

3 Section 89(1) of the Act shall not apply to any allotment of equity securities by the Company.

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4.1 No share shall be issued at a discount.

4.2 The Company shall not have power to issue share warrants.

4.3 Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

5 Subject to the provisions of Part V of the Act:

5.1 The Company may purchase any of its own shares (including any redeemable shares), provided that the terms of any contract under which the Company will or may become entitled or obliged to purchase its own shares shall be authorised by Special Resolution of the Company in General Meeting before the Company enters into the contract.

5.2 The Company shall be authorised, in respect of the redemption or purchase of any of its own shares, to give such financial assistance, or to make such payments out of capital as may be permissible in accordance with the Act, provided that any such assistance or payment shall first be approved by Special Resolution of the Company in General Meeting.

6 **Lien**

In regulation 8 of Table A, the words "(not being a fully paid share)" shall be omitted. The Company shall have a first and paramount lien on all shares registered in the name of any person (whether he be the sole registered holder thereof or one of two or more joint holders) for all moneys presently payable to him by his estate to the Company.

7 Transfer of Shares

The Directors may, in their absolute discretion and without assigning any reasons therefore, decline to register any transfer of any share, whether or not it is a fully paid share.

8 Notice of General Meetings

At the end of regulation 38 of Table A there shall be inserted the following: "In every notice of general meeting there shall appear the statement referred to in Section 372(3) of the Act, in relation to the right of members to appoint proxies".

9 Proceedings at General Meetings

For all purposes of these Articles apart from when the Company has only one member, a general meeting of the Company or of the holders of any class of its shares shall be valid and effective for all purposes if one person being a duly authorised representative of two or more corporations each of which is a member entitled to vote upon the business to be transacted is present. Regulation 40 of Table A shall be modified accordingly. If, and for so long as, the Company has only one member, that member or the proxy for that member or, where that member is a corporation, its duly authorised representative shall constitute a quorum at any general meeting of the Company or of the holders of any class of shares.

10 At the end of regulation 41 of Table A there shall be inserted the following "If within half an hour from the time appointed for the holding of an adjourned meeting a quorum is not present, the meeting shall be dissolved."

11 A poll may be demanded at any General Meeting by the Chairman, or by any member present in person or by proxy and entitled to vote. Regulation 46 of Table A shall be modified accordingly.

12 In the case of a corporation a resolution in writing may be signed on its behalf by a director or secretary thereof or by its duly appointed attorney or duly authorised representative. Regulation 53 shall be extended accordingly. Regulation 53 (as so extended) shall apply mutatis mutandis to resolutions in writing of any class of members of the Company.

13 Subject to the Act, where for any purpose an ordinary resolution of the Company is required, a special or extraordinary resolution shall also be effective and where for any purpose an extraordinary resolution is required a special resolution shall also be effective.

14 Votes of Members

At a general meeting, but subject to any rights or restrictions attached to any shares, on a show of hands every member present in person or by proxy (or being a corporation present by a duly authorised representative) shall have one vote, and on a poll every member who is present in person or by proxy shall have one vote for every share of which he is the holder. Regulation 54 shall not apply.

15 Proxies

An instrument appointing a proxy (and any authority under which it is executed or a duly certified copy thereof) must either:

- (a) be delivered to such place or one of such places (if any) as may be specified for that purpose in the notice convening the meeting (or, if no place is so specified, at the registered office) before the time for holding the meeting or adjourned meeting

or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) before the time appointed for the taking of a poll at which the instrument is to be used; or

- (b) be delivered to the Secretary (or the chairman of the meeting) on the day and at the place of, but in any event before the time appointed for holding the meeting or adjourned meeting or poll. The instrument shall, unless the contrary is stated thereon, be valid as well for any adjournment of the meeting as for the meeting to which it relates. An instrument of proxy relating to more than one meeting (including any adjournment thereof) having once been so delivered for the purposes of any meeting shall not require again to be delivered for the purposes of any subsequent meeting to which it relates.

The Directors may at their discretion treat a faxed or other machine made copy of an instrument appointing a proxy as such an instrument for the purposes of this Article. Regulation 62 of Table A shall not apply.

16 Numbers of Directors

The number of Directors shall be ten. However, if and only if the Directors of the Company agree, the number of the Directors may be varied in the future. In any circumstances where the Company varies the number of Directors, the proportion of Elected Directors must always be maintained at 50 per cent of the board membership. Regulation 64 shall be modified accordingly.

17 Alternate Directors

The Directors shall not appoint alternate Directors. Regulations 65 to 69 shall not apply and other regulations which refer to alternate Directors shall be modified accordingly.

18 Appointment and Retirement of Directors

50 per cent of the Directors shall be appointed by and may be removed by notice from the Principal Employer signed on its behalf by any two directors or any one director and the Secretary and 50 per cent shall be appointed and removed in accordance with the following Articles and are herein referred to as Elected Directors.

19 Election and Retirement of Elected Directors

- 19.1** The annual election will be held in at least one Area each year for the position of Elected Director and shall take place at such date as the Directors decide in the manner set forth in this Article 19 and shall be subject to Article 19.2.
- 19.2** For the purpose of this Article the Directors with the consent of the Principal Employer will allocate members employed by a Participating Company to a specified constituency known as an Area.
- 19.3** Each Area will be based initially on geographical location of employment, however, the Areas will be reviewed by the Principal Employer and the Directors, as and when appropriate, to assess whether the division by geographical location remains representative of the membership and so may be changed in the future. The Elected Director for an Area will be chosen by Scheme Members employed in such Area.
- 19.4** The Directors with the consent of the Principal Employer may determine that in any election of an Elected Director a Scheme Member shall only be able to vote for a candidate

who is employed in the same Areas as that in which the Scheme Member is employed and this Article 19 and Article 20 shall be read and construed accordingly.

19.5 The Directors of the Company and the Principal Employer shall make or cause to be made such arrangements as they may deem appropriate for the annual election of Elected Directors so as to give effect to the following procedure:

19.5.1 Scheme Members are to be given not less than six weeks' notice of the date of the annual election and notice shall be given in accordance with the rules from time to time of the Scheme;

19.5.2 Scheme Members employed in the Area holding the election are to be invited to nominate candidates for such election; each nomination is to be signed by a proposer and a seconder;

19.5.3 unless the Principal Employer and the Directors agree otherwise, the Elected Director for any Area must be an active member who, at the time of the election, is employed in the Area, and who contributes to the Scheme and whose contributions are not in arrears;

19.5.4 the names of the duly nominated candidates are to be published to Scheme Members not less than two weeks before the date of the annual election;

19.5.5 a poll is to be conducted on the date of the annual election by the use of ballot forms made available to Scheme Members;

19.5.6 provided that if the arrangements which are provided for by Article 19.2 are in operation the foregoing procedure shall be operated only in relation to the Scheme Members who are employed in the relevant Area.

19.6 The candidate polling the highest number of votes at the poll to which Article 19.5.5 refers shall become an Elected Director immediately following the Meeting of the Directors at which the result of the poll is declared and in the case of equality of votes in favour of two or more candidates the Directors shall decide which candidate is to be appointed with the Chairman of Directors having a casting vote. The Elected Directors shall have all necessary powers to give effect to the appointment as Director of the person so elected.

19.7 Immediately following the meeting of Directors to which Article 19.6 refers the names of the Directors for the time being shall be posted on the factory and office notice boards of the Participating Companies.

19.8 If the Directors agree, the Company may vary the election procedure set out in Article 19 in order to adopt an appropriate election procedure for the nomination and election of a member of the Scheme who is no longer an employee of a Participating Company.

20 Subject to Article 21 an Elected Director shall continue in office until his successor is appointed. In every year one of the Elected Directors shall retire from office but shall be eligible for re-election. The Elected Director shall retire who has been the longest in office since his last election but as between Elected Directors who were elected or re-elected on the same day the Elected Directors to retire shall (unless they agree who shall retire among themselves) be determined by the other Directors with the Chairman of Directors having a casting vote. .

21 Disqualification and Removal of Elected Directors

Regulation 81 shall not apply. The office of an Elected Director shall be vacated if he:

- (a) ceases to be in the service of the Participating Companies;
- (b) ceases to be employed in the Area which pursuant to Article 19 he was last elected unless the Directors decide it is appropriate for him to remain as an Elected Director until the next annual election of Elected Directors;
- (c) desires to retire from office;
- (d) refuses to act or becomes incapable of acting; or
- (e) is removed from office by vote of the Directors at a Meeting especially called for that purpose;

and the vacancy so caused shall be filled by the vote of the majority of the remaining Elected Directors at a meeting which shall be specially called for that purpose of which ten days' notice in writing shall be given to each of the Elected Directors and the remaining Elected Directors shall have all necessary powers to give effect to the appointment as Director of the person so elected. The person so elected to fill the vacancy shall continue in office until his replacement is appointed following the next annual election. He shall be eligible for re-election. The individuals considered shall normally be employed in the Area in relation to which the vacancy has arisen. The Directors may, if they consider necessary, allow individuals from other Areas to be considered.

22 Directors Remuneration

The ordinary remuneration of the Directors shall from time to time be determined by an Ordinary Resolution of the Company and shall (unless such resolution otherwise provides) be divisible among the Directors as they may agree, or, failing agreement, equally, except that any Director who shall hold office for part only of the period in respect of which such remuneration is payable shall be entitled only to rank in such division for a proportion of remuneration related to the period during which he has held office. Any Director who serves on any committee, or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, commission or otherwise as the Directors may determine.

23 Proceedings of Directors

Any Director may convene a meeting of the Directors by giving seven days notice to the Secretary. Regulation 88 shall be modified accordingly.

- 24** The quorum for the transaction of the business of the Directors shall be two, one of which shall be a Director appointed to the Board by the Principal Employer and one of which shall be an Elected Director. Regulation 89 shall not apply.

- 25** The Principal Employer may, by notice in writing signed by a director of the Principal Employer, appoint a Director to be chairman of the Board of Directors. Regulation 91 shall be modified accordingly.

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- 26.1** In addition to the powers to delegate contained in Regulation 72 the Directors may delegate any of their powers (with power to sub-delegate) to committees consisting of one or more Directors as they think fit. Any committee so formed shall in the exercise of the

powers so delegated conform to any regulations which may from time to time be imposed by the Directors. Any such regulations may provide for or authorise the co-option to the committee of persons other than Directors and for such co-opted members to have voting rights as members of the committee but so that (i) the number of co-opted members shall be less than one-half of the total number of members of the committee and (ii) no resolution of the committee shall be effective unless a majority of the members of the committee present at the meeting are Directors. Regulation 72 of Table A shall be modified accordingly and references to Table A to a committee of directors or to a director as a member of such a committee shall include a committee established under this Article or otherwise.

26.2 The power to delegate contained in this Article shall be effective in relation to the powers, authorities and discretions of the Board generally and shall not be limited by the fact that in certain Articles, but not in others, express reference is made to particular powers, authorities or discretions being exercised by the Board or by a committee authorised by the Board.

27 A resolution in writing signed by each of the Directors shall be as effective as a resolution duly passed at a meeting of the Directors or of a committee of Directors and may consist of several documents in the like form, each signed by one or more persons.

28 All or any of the Directors may participate in a meeting of the Board of Directors by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating and who would be entitled to attend a meeting of the Board and to vote and count in the quorum thereat shall be deemed to be present in person at the meeting and shall be entitled to vote and to be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those so participating is assembled, or, if there is no such group, where the person or persons participating in the meeting and carrying the largest number of voting rights exercisable at the meeting is or are present, or if no such person is, or persons are present, where the Chairman of the Meeting is present.

29 Directors' Interests

A Director may vote in respect of any contract or arrangement in which he, or any person with whom he is connected, is interested either directly or indirectly and be counted in the quorum present at any meeting of the Directors or, if otherwise so entitled, at any General Meeting of the Company at which any such contract or arrangement is proposed or considered, and if he shall so vote, his vote shall be counted and he may retain for his own absolute use and benefit all profit and advantage directly or indirectly accruing to him thereunder or in consequence thereof.

30 Insurance

Without prejudice to the provisions of Article 34 the Directors shall have the power to purchase and maintain insurance for or for the benefit of any persons who are or were at any time Directors, officers, employees or auditors of the Company, or of any other company which is its holding company or in which the Company or such holding company or any of the predecessors of the Company or of such holding company has any interest whether direct or indirect or which is in any way allied to or associated with the Company, or of any subsidiary undertaking of the Company or of any such other company, or who are or were at any time trustees of any pension fund or employee' share scheme in which employees of the Company or of any other such company or subsidiary undertaking are

interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to the Company or any other such company, subsidiary undertaking, pension fund or employees' share scheme; for the purposes of this Article "holding company" and "subsidiary undertaking" shall have the same meaning as in the Act.

31 Borrowing Powers

The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and, subject to Section 80 of the Act, to issue debentures, debenture stock and other relevant securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

32 Notices

Any notice or document (including a share certificate) may be served on or delivered to any member by the Company either personally, by telex, telecopier or by sending it through the post in a prepaid cover addressed to such member at his registered address, or if he has no registered address within the United Kingdom, to the address, if any, within the United Kingdom, supplied by him to the Company as his address for the service of notices, or by delivering it to such address addressed as aforesaid. Where a notice or other document is served or sent by post, service or delivery shall be deemed to be effected at the expiration of twenty-four hours (or, where second-class mail is employed, forty eight hours) after the time when the cover containing the same is posted and in proving such service or delivery it shall be sufficient to prove that such cover was properly addressed, stamped and posted. Notices shall be deemed properly served if sent by telex or telecopier and the correct answerback code or other acknowledgement is recorded on the copy retained by the sender. Regulations 111, 113, 114 and 115 shall be modified accordingly.

33 Seal

Where the Act so permits, any instrument signed by one Director and the Secretary or by two Directors and expressed to be executed by the Company shall have the same effect as if executed under the Seal, provided that no instrument shall be so signed which makes it clear on its face that it is intended to have effect as a deed without the authority of the Directors or of a committee authorised by the Directors in that behalf.

34 Indemnity

Subject to the provisions of and so far as may be consistent with the Act, every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company out of its own funds against, and/or exempted by the Company from, all costs, charges, losses, expenses and liabilities incurred by him in the actual or purported execution and/or discharge of his duties and/or the exercise or purported exercise of his powers and/or otherwise in relation to or in connection with his duties, powers or office including (without prejudice to the generality of the foregoing) any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company

and in which judgment is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court under the Act.

35 Destruction Of Documents

Presumptions where documents destroyed

36 If the Company destroys

- (a) any share certificate which has been cancelled at any time after a period of one year has elapsed from the date of cancellation or
- (b) any instruction concerning the payment of dividends or other moneys in respect of any share or any notification of change of name or address at any time after a period of two years has elapsed from the date the instruction or notification was recorded by the company or
- (c) any instrument of transfer of share which has been registered at any time after a period of six years has elapsed from the date of registration or
- (d) any other document on the basis of which any entry is made in the register at any time after a period of six years has elapsed from the date of entry was first made in the register in respect of it

and the Company destroys the document in good faith and without express notice that its preservation was relevant to a claim, it shall be presumed irrebuttably in favour of the Company that every share certificate so destroyed was a valid certificate and was properly cancelled, that every instrument of transfer so destroyed was a valid and effective instrument of transfer and was properly registered and that every other document so destroyed was a valid and effect document and that any particulars of it which are recorded in the books or records of the Company were correctly recorded. Nothing contained in this Article shall be construed as imposing upon the Company any liability by reason only of the destruction of any document of the kind mentioned above before the relevant period mentioned in this Article has elapsed or of the fact that any other condition precedent to its destruction mentioned above has not been fulfilled. References in this Article to the destruction of any document include references to its disposal in any manner.