

**Rothmans International UK Pension Fund Trustee Limited**

**Registered Number 2608167**

Resolution in writing of the shareholders of the Company passed in  
accordance with regulation 53 of Table A of the Companies Act 1985

**Special Resolutions**

**IT IS HEREBY RESOLVED** to pass the following as Special Resolutions:

**THAT:**

1 article 16 of the Articles of Association be deleted and be replaced by the following new article:

**"16 NUMBERS OF DIRECTORS**

The number of Directors shall be ten. Regulation 64 shall be modified accordingly."

2 article 18 of the Articles of Association be deleted and be replaced by the following new article:

**"18 APPOINTMENT AND RETIREMENT OF DIRECTORS**

Five 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 five shall be appointed and removed in accordance with the following Articles and are herein referred to as Elected Directors."

3 article 19(C)(c) of the Articles of Association be deleted and be replaced by the following new article:

"(c) candidates are to be nominated from any Elected Directors who are due to retire at the relevant annual election and any other Scheme Member who contributes to the Scheme and whose contributions are not in arrears."

4 article 20 of the Articles of Association be deleted and be replaced by the following new article:

"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 lot. No Elected Director shall remain in office for more than five years from his initial date of appointment with the Board in the absence of re-election during that period unless the Directors have by resolution agreed otherwise."

5 The number "36" appearing in the left hand margin below Article 35 shall be deleted.

Signed :



**EDWIN LINTON BROOKS**

Signed:



**MARK ANTHONY OLIVER**



For and on behalf of **ROTHMANS INTERNATIONAL ENTERPRISES LIMITED**

Dated .....

*8 February 1999*