

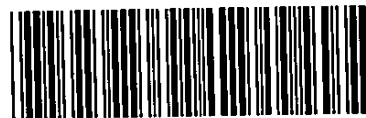
**Rothmans International Limited**

**Registered Number 03045251**

**Directors' report and financial statements**

**For the year ended 31 December 2011**

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**Rothmans International 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 2011

### **Principal activities**

The Company's principal activity is the holding of investments in companies operating in the tobacco industry as members of the British American Tobacco p l c Group (the "Group")

### **Review of the year ended 31 December 2011**

The profit for the financial year attributable to Rothmans International Limited shareholders after deduction of all charges and the provision of taxation amounted to £130,000 (2010 loss of £199,000)

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

### **Key performance indicators**

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**

During the year the Company paid dividends amounting to £220,000,000 (2010 £nil)

### **Board of directors**

The names of the persons who served as directors of the Company during the period 1 January 2011 to the date of this report are as follows

Charl Erasmus Steyn  
Richard Cordeschi  
Steven Glyn Dale

## **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 prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the Directors must not approve the financial statements unless they are satisfied that they 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 these financial statements, the Directors are required to

- Select suitable accounting policies and then apply them consistently,
- Make judgements and accounting estimates that are reasonable and prudent,
- State whether applicable UK 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

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

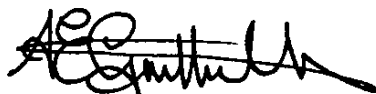
The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies 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

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

By order of the Board



Ann Griffiths  
**Assistant Secretary**

5 July 2012

## **Independent auditors' report to the members of Rothmans International Limited**

We have audited the financial statements of Rothmans International Limited for the year ended 31 December 2011 which comprise the profit and loss account, 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 statement of directors' responsibilities set out on page 3, 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 and express an opinion on 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. In addition, we read all the financial and non-financial information in the Directors' report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

### **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 2011 and of its profit 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.

**Rothmans International Limited**

**Independent auditors' report to the members of Rothmans International Limited**

**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

6 July 2012

**Rothmans International Limited**

**Profit and loss account for the year ended 31 December 2011**

<b>Continuing operations</b>	<b>Note</b>	<b>2011 £'000</b>	<b>2010 £'000</b>
Income from shares in Group undertakings		<b>95</b>	-
Amounts written-off investments		-	(200)
<b>Profit/(loss) on ordinary activities before interest and taxation</b>		<b>95</b>	<b>(200)</b>
Interest receivable and similar income	3	<b>35</b>	1
<b>Profit/(loss) on ordinary activities before taxation</b>		<b>130</b>	<b>(199)</b>
Taxation on profit/(loss) on ordinary activities	4	-	-
<b>Profit/(loss) for the financial year</b>	9	<b>130</b>	<b>(199)</b>

There is no difference between the profit/(loss) on ordinary activities before taxation and the profit/(loss) for the financial year stated above and their historical cost equivalents

There are no recognised gains or losses other than the profit/(loss) for the financial year

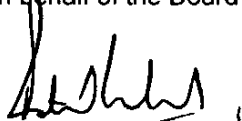
The accompanying notes are an integral part of the financial statements

**Rothmans International Limited**

**Balance sheet at 31 December 2011**

	Note	2011 £'000	2010 £'000
<b>Fixed assets</b>			
Investments	5	386,129	386,129
		<b>386,129</b>	386,129
<b>Current assets</b>			
Debtors amounts falling due within one year	6	5,460	433,437
Creditors amounts falling due within one year	7	(100,000)	(308,107)
<b>Net current (liabilities)/assets</b>		<b>(94,540)</b>	125,330
<b>Total assets less current liabilities</b>		<b>291,589</b>	511,459
<b>Capital and reserves</b>			
Called up share capital	8	10,000	10,000
Share premium account	9	37,800	37,800
Profit and loss account	9	243,789	463,659
<b>Total shareholders funds</b>	10	<b>291,589</b>	511,459

The financial statements on pages 6 to 13 were approved by the Directors on 5 July 2012 and signed on behalf of the Board



Richard Cordeschi  
Director

**Registered number**  
**03045251**

The accompanying notes are an integral part of the financial statements



## Notes to the financial statements for the year ended 31 December 2011

### 1 Accounting policies

#### 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

The Company is included in the consolidated financial statements of British American Tobacco p l c which is incorporated in the United Kingdom and registered in England and Wales. Consequently, the Company has taken advantage of the exemption from preparing consolidated financial statements under the terms of section 400 of the Companies Act 2006

The principal accounting policies have been applied consistently throughout the year and a summary is set out below

#### 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 has taken advantage of the exemption from preparing a cash flow statement under the terms of FRS1 (Revised 1996) 'Cash flow statements'

#### 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

#### Taxation

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

The current income taxation charge is calculated on the basis of taxation laws enacted or substantially enacted at the balance sheet date

Deferred taxation 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 taxation in the future or a right to pay less taxation in the future have occurred at the balance sheet date

A net deferred taxation asset is recognised as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits against which to recover carried forward taxation losses and from which the future reversal of underlying timing differences can be deducted

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

## Notes to the financial statements for the year ended 31 December 2011

### 1 Accounting policies (continued)

#### Fixed asset investments

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

#### Dividends

Dividends payable that are unapproved at the year end are not recognised as a liability. Similarly, dividend income is recognised at the same time as the paying company recognises the liability to pay a dividend.

### 2 Operating charges

Auditors' fees of £2,500 were borne by a fellow Group undertaking (2010: £100)

None of the Directors received any remuneration in respect of their services as a director of the Company during the year (2010: £nil)

There were no employees (2010: none) and no staff costs during the year (2010: £nil)

### 3 Interest receivable and similar income

	2011 £'000	2010 £'000
Interest receivable from Group undertakings	35	1

### 4 Taxation on profit/(loss) on ordinary activities

#### (a) Summary of taxation on profit/(loss) on ordinary activities

	2011 £'000	2010 £'000
<b>Current taxation:</b>		
UK corporation taxation on profit/(loss) of the year		
Comprising		
- current taxation at 26.5% (2010: 28.0%)	-	-
<b>Total current taxation note 4(b)</b>	<b>-</b>	<b>-</b>

**Notes to the financial statements for the year ended 31 December 2011**

**4 Taxation on profit/(loss) on ordinary activities (continued)**

**(b) Factors affecting the taxation charge**

The standard rate of corporation taxation in the UK changed from 28.0% to 26.0% with effect from 1 April 2011. Accordingly the Company's profit for the accounting period is taxed at an effective rate of 26.5%.

The current taxation charge differs from the standard 26.5% (2010: 28.0%) rate of corporation taxation in the UK. The major causes of this difference are listed below.

	<b>2011</b>	2010
	<b>£'000</b>	£'000
Profit/(loss) on ordinary activities before taxation	<b>130</b>	(199)
Corporation taxation at 26.5% (2010: 28.0%) on profit on ordinary activities	<b>34</b>	(56)
<b>Factors affecting the taxation rate:</b>		
Permanent differences	<b>1,033</b>	2,213
Group loss relief claimed at less than full consideration	<b>(1,042)</b>	(2,157)
Corporate income taxation relief on intra-group dividends	<b>(25)</b>	-
Total current taxation charge note 4(a)	<b>-</b>	-

An amount of £3,899,000 (2010: £7,702,000) (taxation amount of £1,033,000 (2010: £2,157,000)) included in permanent differences above represents imputed taxation adjustments in respect of UK to UK transfer pricing.

# Notes to the financial statements for the year ended 31 December 2011

## 5 Investments

### (1) Shares in Group undertakings

<u>Unlisted - registered in England and Wales</u>	<u>% equity shares held</u>
East African Tobacco Company (U K ) Limited *1	1
20,000 ordinary shares of £1 each	
Rothmans International Enterprises Limited *2	100
999,999 ordinary shares of £1 each and 1 Special Share of £1	
Rothmans Finance plc	100
99,999,999 ordinary shares at £1 each	
Ridirectors Limited	100
500,000 ordinary shares of £1 each	
British American Tobacco UK Pension Fund Trustee Limited	100
2 ordinary shares of £1 each	
Resecretaries Limited	100
1 ordinary share of £1	
Rothmans International Services Limited	100
2 ordinary shares of £1 each	

\*1 - the remaining 99% of the shares are held by other Group companies and therefore the investment is treated as a Group undertaking in these financial statements

\*2 - In addition to the above, Rothmans International Enterprises Limited have issued one special share of £1. As at 31 December 2009 the special share bestowed voting rights equivalent to 70.1 per cent of the Company's share capital but carried no entitlement to dividends except where these exceeded £1,000,000 per ordinary share. However, the holder of the special share shall be entitled, *pari passu*, with the holders of the ordinary shares to receive repayment of the amount paid up or credited as paid up on the special share. On 12 February 2010 the rights attaching to the special share were abrogated by the adoption of new Articles of Association by Rothmans International Enterprises Limited.

**Notes to the financial statements for the year ended 31 December 2011**

**5 Investments (continued)**

**(2) Shareholdings at cost less provisions**

	<b>Shareholdings at cost less provisions</b>
	<b>£'000</b>
<b>Cost</b>	
1 January 2011	386,329
<b>31 December 2011</b>	<b>386,329</b>
<b>Impairment provisions</b>	
1 January 2011	(200)
<b>31 December 2011</b>	<b>(200)</b>
<b>Net book value</b>	
1 January 2011	386,129
<b>31 December 2011</b>	<b>386,129</b>

- (3) The Directors are of the opinion that the individual investments in the Group undertakings have a value not less than the amount at which they are shown in the balance sheet

**6 Debtors: amounts falling due within one year**

	<b>2011 £'000</b>	<b>2010 £'000</b>
Amounts due from Group undertakings	<b>5,460</b>	433,437

Included within amounts due from Group undertakings is an amount of £5,000,000 (2010 £793,000) which is unsecured, interest bearing and repayable on demand. The interest rate is based on LIBOR. Other amounts due from Group undertakings is unsecured, interest free and repayable on demand.

**7 Creditors: amounts falling due within one year**

	<b>2011 £'000</b>	<b>2010 £'000</b>
Amounts due to Group undertakings	<b>100,000</b>	308,107

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

**Notes to the financial statements for the year ended 31 December 2011**

**8 Called up share capital**

Ordinary shares of £1 each	2011	2010
Allotted, called up and fully paid		
- value	£10,000,000	£10,000,000
- number	10,000,000	10,000,000

**9 Reserves**

	Share premium account £'000	Profit and loss account £'000
1 January 2011	37,800	463,659
Profit for the financial year	-	130
Dividends - interim paid	-	(220,000)
<b>31 December 2011</b>	<b>37,800</b>	<b>243,789</b>

**10 Reconciliation of movements in shareholders' funds**

	2011 £'000	2010 £'000
Profit/(loss) for the financial year	130	(199)
Dividends - interim paid	(220,000)	-
Net movement in shareholders' fund	(219,870)	(199)
Opening shareholders' funds	511,459	511,658
<b>Closing shareholders' funds</b>	<b>291,589</b>	<b>511,459</b>

**11 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

**12 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 Rothmans UK Holdings B V. Group financial statements are prepared only at the British American Tobacco p l c level and may be obtained from

The Company Secretary  
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