

Number of Company: 3422701

The Companies Act 1985

Company Limited by Shares

Written Resolution

(pursuant to Section 381(A) of the Companies Act 1985)

OF

BRITISH AMERICAN TOBACCO (1998) LIMITED

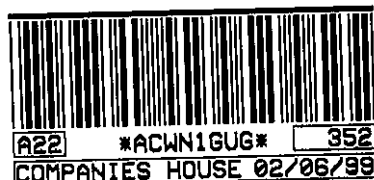
The following resolution was agreed to by all the members entitled to attend and vote at General Meetings of the Company and signed by or on behalf of the last such member on the 26th day of May, 1999

ELECTIVE REGIME


It was unanimously resolved as an elective resolution in accordance with section 379A of the Companies Act 1985 ("the Act"):

THAT

- a) The provisions of section 80A of the Act shall apply, instead of the provisions of section 80(4) and (5) of the Act, in relation to the giving or renewal, after the passing of the resolution, of an authority under the said section 80.
- b) The Company hereby elects:
 - i) Pursuant to section 252 of the Act, to dispense with the laying of accounts and reports before the Company in general meeting;
 - ii) Pursuant to section 366A of the Act, to dispense with the holding of annual general meetings;
 - iii) Pursuant to section 386 of the Act, to dispense with the obligation to appoint Auditors annually; and
 - iv) Pursuant to sections 369(4) and 378(3) of the Act, that the provisions of those sections shall have effect in relation to the Company as if for the references to 95 per cent in those provisions there were substituted references to 90 per cent.



100001934~


Chairman