

No. of the Company: 3422701

THE COMPANIES ACT 1985 - 1989

ORDINARY RESOLUTIONS OF
BRITISH AMERICAN TOBACCO (1998) LIMITED

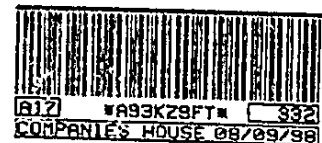
(Passed on 1st. September 1998)

At an Extraordinary General Meeting of the above-named Company duly convened and held at Windsor House, 50 Victoria Street, London, SW1H 0NL on 1st September 1998 the following resolutions were passed as Ordinary Resolutions of the Company:

1. THAT the existing ordinary shares in the capital of the Company (issued and unissued) shall be and are hereby subdivided into 10,000 ordinary shares of 1p each.
2. THAT the authorised ordinary share capital of the Company be and is hereby increased to £10,000 by the creation of 990,000 new ordinary shares of 1p each to rank parri passu in all respects with the existing ordinary shares in the capital of the Company.
3. THAT the Directors of the Company be and are hereby generally and unconditionally authorised in accordance with Section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot relevant securities (as defined in Section 80(2) of that Act) up to an aggregate nominal amount equal £9,998 to British American Tobacco p.l.c. in its capacity as sole shareholder in the Company, PROVIDED THAT this authority shall expire on 31 December 1998.



CHAIRMAN



Form 123 continuation

Company Number 3422701

The conditions (e.g. voting rights, dividend rights, winding-up rights etc) subject to which the new shares have been or are to be issued are as follows (continued):