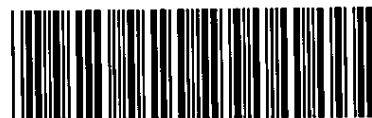


Rothmans Finance plc
Registered Number 3562123

Directors' Report and Accounts

For the year ended 31 December 2006

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Rothmans Finance plc

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Rothmans Finance plc

Directors' report

The Directors present their report together with the audited accounts for the year ended 31 December 2006

Principal activities

The Company was originally established to provide financing in the United Kingdom for the Rothmans International B V group of companies which, on 7 June 1999, became part of the British American Tobacco p l c Group. Since then the Company's activities have been wound down and the Company is now no longer active.

Business review of the year to 31 December 2006

The profit for the year attributable to Rothmans Finance plc after deduction of all charges and the provision of tax amounted to £nil (2005: £nil).

Key performance indicators

The Directors of British American Tobacco p l c, the ultimate parent Company, manage the operations of the Group on a regional basis. For this reason, and 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 Operating and Financial Review section in the Annual Review 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 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 Review of British American Tobacco p l c on pages 30 to 32, and do not form part of this report.

Board of Directors

The names of the persons who served as Directors of the Company during the period 1 January 2006 to the date of this report are as follows:

Kenneth John Hardman
David Cameron Potter
Charl Erasmus Steyn
David Andrew Swann

Rothmans Finance plc

Directors' report

Statement of Directors' responsibilities

The following Statement sets out the responsibilities of the Directors in relation to the financial statements. The report of the independent auditors, shown on page 6, sets out their responsibilities in relation to the financial statements.

Company law requires the Directors to prepare financial statements for each financial year that give a true and fair view of the state of affairs of the Company as at the end of the financial year and of the profit or loss for the financial year. In preparing those financial statements, the Directors are required to

- select appropriate accounting policies and apply them consistently,
- make judgements and estimates that are reasonable and prudent,
- state whether applicable UK accounting standards have been followed, subject to any material departures being disclosed and explained, and
- prepare the financial statements on the going concern basis, unless they consider that to be inappropriate.

The Directors are responsible for ensuring that the Company keeps sufficient accounting records to disclose with reasonable accuracy the financial position of the Company and to enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for taking reasonable steps to safeguard the assets of the Company and in that context to have proper regard to the establishment of appropriate systems of internal control with a view to the prevention and detection of fraud and other irregularities.

The Directors are required to prepare the financial statements and to provide the auditors with every opportunity to take whatever steps and undertake whatever inspections the auditors consider to be appropriate for the purpose of enabling them to give their audit report.

The Directors consider that they have pursued the actions necessary to meet their responsibilities as set out in this statement.

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

- (1) to the best of his knowledge and belief, there is no relevant audit information of which the Company's auditors are unaware, and
- (2) 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.

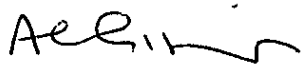
Rothmans Finance plc

Directors' report

Auditors

A resolution to reappoint PricewaterhouseCoopers LLP as auditors to the Company will be proposed at the annual general meeting

On behalf of the Board



A C Girling
Assistant Secretary

28 June

2007

Report of the independent auditors to the members of Rothmans Finance plc

We have audited the financial statements of Rothmans Finance plc for the year ended 31 December 2006 which comprise the balance sheet and the related notes. These financial statements have been prepared under the accounting policies set out therein.

Respective responsibilities of Directors and auditors

The Company's Directors are responsible for the preparation of the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland). This report, including the opinion, has been prepared for and only for the Company's members as a body in accordance with Section 235 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, 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.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We report to you whether in our opinion the information given in the Directors' Report is consistent with the financial statements. We also report to you if, in our opinion, the Company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding Directors' remuneration and other transactions is not disclosed.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgments made by the Directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the Company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 December 2006 and of its result for the year then ended, the financial statements have been properly prepared in accordance with the Companies Act 1985, and the information given in the Directors' Report is consistent with the financial statements.

PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP
Chartered Accountants and Registered Auditors
1 Embankment Place
London
WC2N 6RH

28 Dec 2007

Rothmans Finance plc

Balance sheet – 31 December 2006

	<i>Note</i>	2006 £'000	2005 £'000
Current assets			
Debtors - amounts falling due within one year	3	100,095	100,095
Net current assets		100,095	100,095
Total assets less current liabilities		100,095	100,095
Capital and reserves			
Called up share capital	4	100,000	100,000
Profit and loss account	5	95	95
Total equity shareholders' funds		100,095	100,095

During the year the Company did not trade and received no income and incurred no expenditure. Consequently, during the year, the Company made neither a profit nor a loss (2005 £nil)

The financial statements on pages 7 to 9 were approved by the Directors on 28 June 2007 and signed on behalf of the Board by



D C Potter
Director

Notes are shown on pages 8 and 9

Rothmans Finance plc

Notes to the accounts – 31 December 2006

1 Accounting policies

A summary of the principal accounting policies is set out below

(1) Basis of accounting

The financial statements have been prepared under the historical cost convention and in accordance with UK Generally Accepted Accounting Principles

(2) Cash flow statement

The Company is a wholly-owned subsidiary of British American Tobacco plc. The cash flows of the Company are included in the consolidated cash flow statement of British American Tobacco plc which is publicly available. Consequently the Company is exempt under the terms of Financial Reporting Standard 1 (Revised) from publishing a cash flow statement

2 Operating Charges

Auditors' fees of £100 were borne by a fellow Group undertaking (2005 £100 borne by a fellow Group undertaking)

None of the Directors received any remuneration in respect of their services to the Company during the year (2005 £nil)

There were no employees and no staff costs during the year (2005 £nil)

3 Debtors: amounts falling due within one year

	2006 £'000	2005 £'000
Amounts due from Group undertakings	100,095	100,095

Amounts owed from Group undertakings are unsecured, interest free and repayable on demand

4 Called up share capital

Ordinary shares of £1 each	2006	2005
Authorised - value	£100,000,000	£100,000,000
- number	100,000,000	100,000,000
Allotted, called up and fully paid		
- value	£100,000,000	£100,000,000
- number	100,000,000	100,000,000

Rothmans Finance plc

Notes to the accounts – 31 December 2006

5 Reserves

	Profit and loss account £'000
1 January and 31 December 2006	95

6 Related parties

As a wholly-owned subsidiary, the Company has taken advantage of the exemption under paragraph 3(c) of Financial Reporting Standard 8 from disclosing transactions with other subsidiary undertakings of the British American Tobacco p l c Group

7 Parent undertakings

The Company's ultimate parent undertaking is British American Tobacco p l c being incorporated in the United Kingdom and registered in England and Wales. Its immediate parent undertaking is Rothmans International Limited. Group accounts are prepared only at the British American Tobacco p l c level.

8 Copies of the Report and Accounts

Copies of the Report and Accounts of British American Tobacco p l c may be obtained from

The Company Secretary
Globe House
4 Temple Place
London
WC2R 2PG