

WRITTEN RESOLUTIONS OF
WESTON INVESTMENT COMPANY LIMITED
REGISTERED NO: 179244

We, being all the members of the Company who at the date of these resolutions would be entitled to attend and vote at general meetings of the Company, hereby pass the undermentioned resolutions of which those numbered 1-3 are passed as Elective Resolutions and that numbered 4 as a Special Resolution, and agree that the said resolutions shall for all purposes be as valid and effective as if the same had been passed by us all at a general meeting of the Company duly convened and held:-

- (1) THAT, pursuant to S.366A of the Companies Act 1985, the Company hereby elects to dispense with the holding of annual general meetings for 1993 and subsequent years until this election is revoked.
- (2) THAT, pursuant to S.252 of the Companies Act 1985, the Company hereby elects to dispense with the laying of accounts and reports before the Company in annual general meeting.
- (3) THAT, pursuant to S.386 of the Companies Act 1985, the Company hereby elects to dispense with the obligation to appoint auditors annually.
- (4) That the present Articles of Association of the Company be abrogated and thereupon replaced by the new Articles attached to this written resolution without amendment.

K ETHERINGTON
Duly authorised representative of
Alsterufer Investments Ltd

11th December 1992

D C POTTER
Duly authorised representative of
B.A.T Industries p.l.c.

11th December 1992



THE COMPANIES ACTS 1985 AND 1989
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION OF
WESTON INVESTMENT COMPANY LIMITED
REGISTERED NUMBER: 179244

- 1) The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (hereinafter called "Table A") shall apply to the Company save insofar as they are varied or excluded by or are inconsistent with these Articles and regulation 1 shall so apply as if reference to "these regulations" included reference to these Articles. Accordingly, in these Articles "the Act" means the Companies Act 1985, including any statutory modification or re-enactment of it for the time being in force; and any reference in these Articles to a provision of that Act includes a reference to any statutory modification or re-enactment of that provision for the time being in force.
- 2) Regulations 24, 60, 61, 65 to 69 (inclusive), 73 to 81 (inclusive), 84, 94 to 97 (inclusive) and 118 in Table A shall not apply to the Company.
- 3) The directors may in their absolute discretion, and without giving any reason, decline to register any transfer of any share, whether or not fully paid.
- 4)
 - a) One person entitled to vote upon the business to be transacted, being the sole member of the company or a proxy for that member or (if such member is a corporation) a duly authorised representative of such member, shall be a quorum and regulation 40 of Table A shall be modified accordingly.
 - b) The sole member of the company (or the proxy or authorised representative of the sole member representing that member at the relative general meeting) shall be the chairman of any general meeting of the company and regulation 42 of Table A shall be modified accordingly.
 - c) A proxy for the sole member of the company may vote on a show of hands and regulation 54 of Table A shall be modified accordingly.
 - d) All other provisions of these Articles shall (in the absence of any express provision to the contrary) apply with such modification as may be necessary in relation to a company which has only one member.
- 5) An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor.
- 6) The Directors shall have power at any time and from time to time to appoint any person to be a Director, either to fill a casual vacancy or as an additional Director.

- 7) Without prejudice to the last preceding Article, the Company may by Ordinary Resolution appoint any person to be a Director either to fill a casual vacancy or as an additional Director.
- 8) Without prejudice to the power of the Company under Sections 303 and 304 of the Act to remove a Director by Ordinary Resolution, the office of a director shall be vacated if:
 - a) he ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a Director; or
 - b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - c) he is, or may be, suffering from mental disorder and either-
 - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of any person to exercise powers with respect to his property or affairs; or
 - d) he resigns his office by notice in writing to the Company; or
 - e) in the case of a Director who holds any executive office with the Company or any subsidiary, his appointment as such is terminated or expires and the Directors resolve that his office be vacated; or
 - f) he is absent for more than six consecutive months without permission of the Directors from meetings of the Directors held during that period and the Directors resolve that his office be vacated; or
 - g) he is requested in writing by all the other Directors to resign; or
 - h) his resignation is requested in writing by Members together holding 95% or more in nominal value of the Shares which confer a right to attend and vote at meetings of the Company; or
 - i) he is removed by an Extraordinary Resolution of the Company.
- 9) The removal of a director under Article 6 shall be without prejudice to any claim the director may have for breach of any contract of service between him and the Company.

- 10) A director who has duly declared his interest (so far as he is required to do so) may vote at a meeting of the directors or of a committee of the directors on any resolution concerning a matter in which he is interested, directly or indirectly. If he does, his vote shall be counted, and whether or not he does, his presence at the meeting shall be taken into account in calculating the quorum.
- 11) All or any of the members of the Board or any committee of the Board may participate in a meeting of the Board or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting then is.
- 12) Every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified out of the assets of the company against all losses or liabilities (including any such liability as is mentioned in paragraph (b) of the proviso to Section 310 of the Act) which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by the said Section.
- 13) The Company may, so far as it is lawful, purchase and maintain insurance for any Director, Officer or auditor of the Company against liability for negligence, default breach of duty or breach of trust, in relation to the Company.