

Company No. 74974

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

EXTRAORDINARY RESOLUTION

- of -

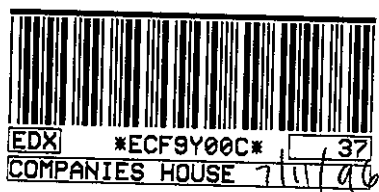
BRITISH-AMERICAN TOBACCO COMPANY LIMITED

Passed 6th November 1996

AT A SEPARATE CLASS MEETING OF THE HOLDERS OF 6 PER CENT. SECOND CUMULATIVE PREFERENCE STOCK UNITS of the said Company, duly convened and held at the Novotel London Heathrow Hotel, Cherry Lane, West Drayton, Middlesex, UB7 9HB, on Wednesday, the 6th day of November, 1996 the following RESOLUTION was duly passed as an EXTRAORDINARY RESOLUTION:-

EXTRAORDINARY RESOLUTION

"THAT the holders of the 6 per cent. Second Cumulative Preference Stock Units of £1 each in the capital of the Company ("6 per cent. Stock") hereby approve and sanction the variation of the rights attaching to the 6 per cent. Stock so as to permit the Company on a cancellation of the 6 per cent. Stock in accordance with proposals described in the circular to members of the Company dated 14th October 1996 to pay 88.187p per Unit of 6 per cent. Stock, together with accrued dividends to the date of payment, to the holders of the said 6 per cent. Stock."



A large, stylized handwritten signature, which appears to read "K.S. Dunt", is written over a horizontal line.

K.S. DUNT
Chairman of the Meeting