



C O M P A N I E S   H O U S E

THE REGISTRAR OF COMPANIES  
COMPANIES HOUSE  
CROWN WAY  
CARDIFF  
CF4 3UZ

NW 810 x 54  
622663

# 363s

## Annual Return

of company number 00262254

X

**company name**  
BRITISH-AMERICAN TOBACCO (HOLDINGS)  
LIMITED

**company type**  
PRIVATE COMPANY LIMITED BY SHARES

This form should be completed in black.

The information printed below is taken from Companies House records as at 12/02/99  
If this information requires amendment use the spaces opposite.



A30 \*AAZB2EY8\* 181  
COMPANIES HOUSE 26/03/99

If you are making the return up to an earlier date, show the date here. Please note that the form must be delivered to Companies House within 28 days of this earlier date.

### Date of this return (See note 1)

The information in this return should be made up to a date not later than

| Day | Month | Year |
|-----|-------|------|
| 28  | 02    | 99   |

| Day | Month | Year |
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### Date of next return (See note 2)

If you wish to make your next return to a date earlier than the anniversary of this return please show the date here. Companies House will then send a form at the appropriate time.

| Day | Month | Year |
|-----|-------|------|
|     |       |      |

### Registered Office (See note 3)

This is the address registered by Companies House.

GLOBE HOUSE  
4 TEMPLE PLACE  
LONDON  
WC2R 2PG

### Principal business activities (See note 4)

Trade classification is  
7415 MANAGEMENT ACTIVITIES HOLDING COMPS

If the code cannot be determined from the notes, give a brief description of principal activity.

00262254

If the information shown needs amendment, give details below and, for secretary and director particulars, the date of any change.

## Register of members *(See note 5)*

The register is kept at

REGISTERED OFFICE

.....  
.....  
.....  
.....

## Register of debenture holders *(See note 6)*

Any register of debenture holders (or duplicate) is kept at

.....  
.....  
.....  
.....

## Company Secretary *(See note 7)*

Particulars of a new secretary **must** be notified on form 288.

PHILIP MICHAEL  
COOK  
25 TOWNSEND ROAD  
HARPENDEN  
HERTFORDSHIRE AL5 4BG ✓

| Day                  | Month                | Year                 |
|----------------------|----------------------|----------------------|
| <input type="text"/> | <input type="text"/> | <input type="text"/> |

Date of any change.

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If this person has ceased to be secretary, please state when.

| Day                  | Month                | Year                 |
|----------------------|----------------------|----------------------|
| <input type="text"/> | <input type="text"/> | <input type="text"/> |

Date of resignation.

.....

## Directors *(See note 7)*

Particulars of a new director **must** be notified on form 288.

PAUL NICHOLAS  
ADAMS  
LONGFIELD HOUSE AUSTENWOOD LANE  
GERRARDS CROSS  
BUCKINGHAMSHIRE SL9 8SF ✓

| Day                  | Month                | Year                 |
|----------------------|----------------------|----------------------|
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Date of any change.

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Date of Birth:- 12/03/53  
Nat:BRITISH  
Occ:REGIONAL DIRECTOR

If this person has ceased to be director, please state when.

| Day                  | Month                | Year                 |
|----------------------|----------------------|----------------------|
| <input type="text"/> | <input type="text"/> | <input type="text"/> |

Date of resignation.

.....

Show any relevant current and previous directorships.

SEE ATTACHED

00262254

If the information shown needs amendment, give details below and the date of any change.

**Directors - continued**

## Particulars.

NICHOLAS GEORGE  
BROOKES  
3116 ARDEN ROAD  
LOUISVILLE  
KENTUCKY 40222 ✓  
USA

Date of Birth:- 26/09/50

Nat:BRITISH

Occ:SOLICITOR

If this person has ceased to be director, please state when.

Show any relevant current and previous directorships.

Day Month Year

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Date of any change.

Day Month Year

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Date of resignation.

SEE ATTACHED

## Particulars.

MARTIN FAULKNER  
BROUGHTON  
FCA  
ROSEMARY HOUSE WOODHURST PARK  
OXTED  
SURREY RH8 9HA ✓

Date of Birth:- 15/04/47

Nat:BRITISH

Occ:CHARTERED ACCOUNTANT

If this person has ceased to be director, please state when.

Show any relevant current and previous directorships.

Day Month Year

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Date of any change.

Day Month Year

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Date of resignation.

SEE ATTACHED

## Particulars.

STUART PHILIP  
CHALFEN  
19 KIDDERPORE GARDENS  
HAMPSTEAD  
LONDON  
NW3 7SS ✓

Date of Birth:- 14/07/40

Nat:BRITISH

Occ:SOLICITOR

If this person has ceased to be director, please state when.

Show any relevant current and previous directorships.

Day Month Year

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Date of resignation.

SEE ATTACHED

00262254

If the information shown needs amendment, give details below and the date of any change.

**Directors - continued**

## Particulars.

ANTONIO MONTEIRO  
DE CASTRO  
AV VIEIRA SOUTO NO 398  
AP 801  
22420 000 IPANEMA  
RIO DE JANEIRO RJ  
BRAZIL ✓

Date of Birth:- 25/05/45

Nat: BRAZILIAN

Occ: TOBACCO MANUFACTURER

If this person has ceased to be director, please state when.

Show any relevant current and previous directorships.

Day Month Year

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Date of any change.

Day Month Year

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Date of resignation.

SEE ATTACHED

## Particulars.

KEITH SILVESTER  
DUNT  
MULBERRIES  
55A CHILBOLTON AVENUE  
WINCHESTER  
HAMPSHIRE SO22 5HJ ✓

Date of Birth:- 16/12/47

Nat: BRITISH

Occ: FINANCE DIRECTOR

If this person has ceased to be director, please state when.

Show any relevant current and previous directorships.

Day Month Year

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Date of any change.

Day Month Year

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Date of resignation.

SEE ATTACHED

## Particulars.

CHARLES RICHARD  
GREEN  
17 MONTPELIER PLACE  
LONDON  
SW7 1HJ ✓

Date of Birth:- 06/12/43

Nat: AMERICAN

Occ: TOBACCO MANUFACTURER

If this person has ceased to be director, please state when.

Show any relevant current and previous directorships.

Day Month Year

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Date of resignation.

00262254

If the information shown needs amendment, give details below and the date of any change.

**Directors - continued****Particulars.**

ULRICH GEORG VOLKER  
HERTER  
97 ABINGDON ROAD  
LONDON  
W8 6QU ✓

Day Month Year

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Date of any change.

Date of Birth:- 21/01/42

Nat:GERMAN

Occ:ECONOMIST

If this person has ceased to be director, please state when.

Day Month Year

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|--|--|--|

Date of resignation.

Show any relevant current and previous directorships.

SEE ATTACHED

**Particulars.**

ANTHONY CAMERON  
JOHNSTON  
~~8 HOLT WOOD ROAD~~  
~~OXSHOTT~~  
~~LEATHERHEAD~~  
~~SURREY KT22 0SJ~~

Day Month Year

|   |   |   |   |   |   |
|---|---|---|---|---|---|
| 2 | 7 | 0 | 2 | 9 | 9 |
|---|---|---|---|---|---|

Date of any change.

40 BOWERDEAN STREET  
LONDON SW6 3TW

Date of Birth:- 20/06/47

Nat:BRITISH

Occ:REGIONAL DIRECTOR

If this person has ceased to be director, please state when.

Day Month Year

|  |  |  |
|--|--|--|
|  |  |  |
|--|--|--|

Date of resignation.

Show any relevant current and previous directorships.

SEE ATTACHED

**Particulars.**

EARL EUGENE  
KOHNHORST  
82 CAMPDEN HILL COURT  
HOLLAND STREET  
LONDON  
W8 7HN ✓

Day Month Year

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|  |  |  |
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Date of any change.

Date of Birth:- 15/04/47

Nat:AMERICAN

Occ:EXECUTIVE

If this person has ceased to be director, please state when.

Day Month Year

|   |   |   |   |   |   |
|---|---|---|---|---|---|
| 2 | 8 | 0 | 2 | 9 | 9 |
|---|---|---|---|---|---|

Date of resignation.

Show any relevant current and previous directorships.

SEE ATTACHED

If the information shown needs amendment, give details below and the date of any change.

## Directors - continued

### Particulars.

MICHAEL CHARLES TERRELL  
PRIDEAUX  
SELEHURST, BRIGHTON ROAD  
LOWER BEEDING  
HORSHAM  
WEST SUSSEX RH13 6PR ✓

Date of Birth:- 23/10/50  
Nat:BRITISH  
Occ:PUBLIC RELATIONS

If this person has ceased to be director, please state when.

Show any relevant current and previous directorships.

Day Month Year

|     |       |      |
|-----|-------|------|
| Day | Month | Year |
|     |       |      |

Date of any change.

Day Month Year

|     |       |      |
|-----|-------|------|
| Day | Month | Year |
|     |       |      |

Date of resignation.

### Particulars.

JIMMI  
REMBISZEWSKI #

NW3 ✓

Date of Birth:- 20/01/51  
Nat:GERMAN  
Occ:MARKETING DIRECTOR

If this person has ceased to be director, please state when.

Show any relevant current and previous directorships.

Day Month Year

|     |       |      |
|-----|-------|------|
| Day | Month | Year |
|     |       |      |

Date of any change.

Day Month Year

|     |       |      |
|-----|-------|------|
| Day | Month | Year |
|     |       |      |

Date of resignation.

SEE ATTACHED

### Particulars.

DAVID GEORGE  
STEVENS  
WARWICK HOUSE, THE BEECHES  
BERRY LANE  
CHORLEY WOOD  
HERTFORDSHIRE WD3 5DT ✓

Date of Birth:- 13/02/42  
Nat:BRITISH  
Occ:COMPANY DIRECTOR

If this person has ceased to be director, please state when.

Show any relevant current and previous directorships.

Day Month Year

|     |       |      |
|-----|-------|------|
| Day | Month | Year |
|     |       |      |

Date of resignation.

SEE ATTACHED

If the information shown needs amendment, give details below and the date of any change.

## Directors - continued

Particulars.

Day Month Year

|     |       |      |
|-----|-------|------|
| Day | Month | Year |
|-----|-------|------|

Date of any change.

NO MORE DIRECTORS - ADDITIONAL SECRETARIES  
OR DIRECTORS MUST BE NOTIFIED ON FORM 288a.

If this person has ceased to be director, please state when.

Day Month Year

|     |       |      |
|-----|-------|------|
| Day | Month | Year |
|-----|-------|------|

Date of resignation.

Show any relevant current and previous directorships.

Particulars.

Day Month Year

|     |       |      |
|-----|-------|------|
| Day | Month | Year |
|-----|-------|------|

Date of any change.

NO MORE DIRECTORS - ADDITIONAL SECRETARIES  
OR DIRECTORS MUST BE NOTIFIED ON FORM 288a.

If this person has ceased to be director, please state when.

Day Month Year

|     |       |      |
|-----|-------|------|
| Day | Month | Year |
|-----|-------|------|

Date of resignation.

Show any relevant current and previous directorships.

Particulars.

Day Month Year

|     |       |      |
|-----|-------|------|
| Day | Month | Year |
|-----|-------|------|

Date of any change.

NO MORE DIRECTORS - ADDITIONAL SECRETARIES  
OR DIRECTORS MUST BE NOTIFIED ON FORM 288a.

If this person has ceased to be director, please state when.

Day Month Year

|     |       |      |
|-----|-------|------|
| Day | Month | Year |
|-----|-------|------|

Date of resignation.

Show any relevant current and previous directorships.

**Issued Share Capital** (See note 8)

00262254

Enter details of all shares in issue at the date of this return.

| Class<br>(eg Ordinary/<br>Preference etc.) | Number of<br>shares issued | Aggregate<br>nominal value<br>(ie Number of shares<br>issued multiplied by<br>nominal value per share) |
|--------------------------------------------|----------------------------|--------------------------------------------------------------------------------------------------------|
| ORDINARY                                   | 84,630,122                 | £84,630,122                                                                                            |
|                                            |                            |                                                                                                        |
|                                            |                            |                                                                                                        |
| Totals                                     | 84,630,122                 | £84,630,122                                                                                            |

**List of past and present members**

(See note 9)

(Use attached schedule where appropriate)

A full list is required if one was not included with either of the last two returns.

Please mark the  
appropriate box.

There were no changes in the period



The last full members list was at 28/02/98

|                                    |                          |                          |
|------------------------------------|--------------------------|--------------------------|
|                                    | on paper                 | not on<br>paper          |
| A list of changes is enclosed      | <input type="checkbox"/> | <input type="checkbox"/> |
| A full list of members is enclosed | <input type="checkbox"/> | <input type="checkbox"/> |

**Elective resolutions** (See note 10)

(Private companies only)

If an elective resolution is in force at the date of this return to dispense with annual general meetings, mark this box.



If an elective resolution is in force at the date of this return to dispense with laying accounts in general meetings, mark this box.

**Certificate**

I certify that the information given in this return is true to the best of my knowledge and belief.

Signed

ASSISTANT  
Secretary/Director  
\*(delete as appropriate)

Date 22 MAR 1999

I enclose the fee of £ 15.

Cheques should be made payable  
to Companies House.

This return includes 18 continuation sheets.  
(enter number)  
Please ensure that you have completed  
all sections on this page.

To whom should Companies House direct any enquiries  
about the information shown in this return?

MRS. S.M. GORMLEY  
GLOBE HOUSE  
4 TEMPLE PLACE  
LONDON Postcode WC2R 2PG  
Telephone 0171 845 Ext 1000

**BRITISH-AMERICAN TOBACCO (HOLDINGS) LIMITED**
**SUBSIDIARIES – as at 31st December 1998**

Notes : December year end unless otherwise stated

# = March year end    + = September year end

\$ = June year end

Ø = November year end

| COUNTRY    | COMPANY NAME                                              | CLASS OF SHARE | BAT(H) Direct % Interest | SUBSIDIARY % Interest | TOTAL % Interest Attributable to BAT(H) | Codes |
|------------|-----------------------------------------------------------|----------------|--------------------------|-----------------------|-----------------------------------------|-------|
| ARGENTINA  | Nobleza-Piccardo S.A.I.C.y F.                             | Ordinary       |                          | 70                    | 70                                      |       |
| AUSTRALIA  | B.A.T. Australia Pty. Limited                             | Ordinary       |                          | 100                   | 100                                     |       |
| AUSTRALIA  | Carreras Proprietary Limited                              | Ordinary       |                          | 100                   | 67                                      |       |
| AUSTRALIA  | John Player & Sons Pty. Limited                           | Ordinary       |                          | 100                   | 67                                      |       |
| AUSTRALIA  | T.A. Field Pty. Limited                                   | Ordinary       |                          | 100                   | 67                                      |       |
| AUSTRALIA  | The Benson & Hedges Company Pty. Limited                  | Ordinary       |                          | 100                   | 67                                      |       |
| AUSTRALIA  | W.D. & H.O. Wills (Australia) Limited                     | Ordinary       |                          | 100                   | 67                                      |       |
| AUSTRALIA  | W.D. & H.O. Wills Executive Superannuation Plan Pty. Ltd. | Ordinary       |                          | 100                   | 67                                      |       |
| AUSTRALIA  | W.D. & H.O. Wills Holdings Limited                        | Ordinary       |                          | 67                    | 67                                      |       |
| AUSTRALIA  | W.D. & H.O. Wills Superannuation Plan Pty. Ltd.           | Ordinary       |                          | 100                   | 67                                      |       |
| AUSTRALIA  | Wills Employees Superannuation Plan Pty. Ltd.             | Ordinary       |                          | 100                   | 67                                      |       |
| AUSTRALIA  | Wills NSW Accumulation Plan Pty. Ltd.                     | Ordinary       |                          | 100                   | 67                                      |       |
| AUSTRALIA  | Wills Sales (Aust) Pty. Ltd.                              | Ordinary       |                          | 100                   | 67                                      |       |
| AUSTRALIA  | WSV Pty. Limited                                          | Ordinary       |                          | 100                   | 67                                      |       |
| BANGLADESH | British American Tobacco Bangladesh Company Limited       | Ordinary       |                          | 65                    | 63                                      |       |
| BARBADOS   | B.A.T Export Limited                                      | Ordinary       |                          | 100                   | 100                                     |       |
| BARBADOS   | British-American Tobacco Company (Barbados) Limited       | Ordinary       |                          | 100                   | 100                                     |       |
| BELARUS    | British-American Tobacco Trading Limited Liability Co.    | Ordinary       |                          | 100                   | 98                                      |       |
| BELGIUM    | British American Tobacco Belgium S.A.                     | Ordinary       |                          | 100                   | 100                                     |       |

**BRITISH-AMERICAN TOBACCO (HOLDINGS) LIMITED**

**SUBSIDIARIES – as at 31st December 1998**

| COUNTRY    | COMPANY NAME                                                   | CLASS OF SHARE | BAT(H) Direct % Interest | SUBSIDIARY % Interest | TOTAL % Interest Attributable to BAT(H) | Codes |
|------------|----------------------------------------------------------------|----------------|--------------------------|-----------------------|-----------------------------------------|-------|
| BELGIUM    | BAT (IDF and Export) N.V. (in voluntary liquidation)           | Ordinary       |                          | 100                   | 100                                     |       |
| BELGIUM    | British American Tobacco Co-ordination Centre N.V.             | Ordinary       |                          | 100                   | 100                                     |       |
| BELGIUM    | Brown & Williamson (Europe) S.A.                               | Ordinary       |                          | 100                   | 100                                     |       |
| BENIN      | Britannique Ivoirienne Tabac Conseil - Benin (S.A.R.L)         | Ordinary       |                          | 100                   | 100                                     |       |
| BRAZIL     | CONTAB Participações Ltda.                                     | Common         |                          | 100                   | 100                                     |       |
| BRAZIL     | Eldorcor Corretagens de Seguros S.A.                           | Common         |                          | 100                   | 75                                      |       |
| BRAZIL     | Fundação Albino Souza Cruz                                     | N/A            |                          | 100                   | 75                                      |       |
| BRAZIL     | Souza Cruz Distribuidora de Títulos E Valores Mobiliarios S.A. | Common         |                          | 100                   | 75                                      |       |
| BRAZIL     | Souza Cruz S.A.                                                | Common         |                          | 75                    | 75                                      |       |
| BRAZIL     | Souza Cruz Trading S.A.                                        | Common         |                          | 100                   | 75                                      |       |
| BRAZIL     | Yolanda Participações S.A.                                     | Common         |                          | 100                   | 75                                      |       |
| BULGARIA   | British American Tobacco Bulgaria EOOD                         | Ordinary       |                          | 100                   | 98                                      |       |
| CAMBODIA   | British American Tobacco Cambodia Limited                      | Ordinary       |                          | 51                    | 51                                      |       |
| CAMEROON   | BAT Cameroun S.A.                                              | Ordinary       |                          | 99                    | 99                                      | \$    |
| CAMEROON   | Compagnie Camerounaise de Représentations Industrielles S.A.   | Ordinary       |                          | 100                   | 100                                     | \$    |
| CAMEROON   | Societe de Distribution de BAT Cameroun & Cie                  | Ordinary       |                          | 100                   | 99                                      | \$    |
| CHILE      | Comercial Chiletobacos S.A.                                    | Ordinary       |                          | 100                   | 70                                      |       |
| CHILE      | Compania Chilena de Tabacos S.A.                               | Ordinary       |                          | 70                    | 70                                      |       |
| CHILE      | Inversiones Casablanca S.A.                                    | Ordinary       |                          | 100                   | 100                                     |       |
| CHILE      | Litografia Moderna S.A.                                        | Ordinary       |                          | 100                   | 70                                      |       |
| CONGO      | British American Tobacco Congo S.A.R.L.                        | Ordinary       |                          | 100                   | 100                                     |       |
| COSTA RICA | Musica y Espectaculos, R.S.A.                                  | Ordinary       |                          | 100                   | 80                                      | +     |
| COSTA RICA | Republic Tobacco Company                                       | Common         |                          | 80                    | 80                                      |       |
| COSTA RICA | Viterra Internacional S.A.                                     | Ordinary       |                          | 100                   | 80                                      | +     |

| COUNTRY        | COMPANY NAME                                              | CLASS OF SHARE | BAT(H) Direct % Interest | SUBSIDIARY % Interest | TOTAL % Interest Attributable to BAT(H) | Codes |
|----------------|-----------------------------------------------------------|----------------|--------------------------|-----------------------|-----------------------------------------|-------|
| CYPRUS         | B.A.T. (Cyprus) Limited                                   | Ordinary       |                          | 100                   | 100                                     |       |
| CZECH REPUBLIC | British American Tobacco (Czech Republic), s.r.o.         |                |                          | 100                   | 98                                      |       |
| ECUADOR        | Belmont del Ecuador S.A.                                  | Ordinary       |                          | 100                   | 100                                     |       |
| EL SALVADOR    | Cigarrera Morazan S.A. de C.V.                            | Common         |                          | 75                    | 75                                      |       |
| FIJI           | British American Tobacco (Fiji) Limited                   | Ordinary       |                          | 100                   | 83                                      |       |
| FINLAND        | British American Tobacco Nordic Oy                        | Ordinary       |                          | 100                   | 100                                     |       |
| FRANCE         | British American Tobacco France S.A.R.L.                  | Ordinary       |                          | 100                   | 100                                     |       |
| GERMANY        | B.A.T. Vertriebsgesellschaft mbH                          | Ordinary       |                          | 100                   | 98                                      |       |
| GERMANY        | Batberg Cigarettenfabrik GmbH                             | Ordinary       |                          | 100                   | 98                                      |       |
| GERMANY        | BATIG Gesellschaft für Beteiligungen m.b.H.               | Ordinary       |                          | 100                   | 98                                      |       |
| GERMANY        | British-American Tobacco (Germany) Export GmbH            | Ordinary       |                          | 100                   | 98                                      |       |
| GERMANY        | British-American Tobacco (Germany) GmbH                   | Ordinary       |                          | 100                   | 98                                      |       |
| GERMANY        | Brown & Williamson (Europe) GmbH (in liquidation)         | Ordinary       |                          | 100                   | 100                                     |       |
| GERMANY        | Haus Bergmann Zigarettenfabrik GmbH                       | Ordinary       |                          | 100                   | 98                                      |       |
| GERMANY        | HB Verlags-und Vertriebs-Gesellschaft mbH                 | Ordinary       |                          | 100                   | 98                                      |       |
| GERMANY        | Kurmark Cigaretten-Fabriken GmbH                          | Ordinary       |                          | 100                   | 98                                      |       |
| GERMANY        | Kyriazi Freres GmbH                                       | Ordinary       |                          | 100                   | 98                                      |       |
| GERMANY        | Lucky Strike Originals GmbH                               | Ordinary       |                          | 100                   | 98                                      |       |
| GERMANY        | Simon Arzt Cigaretten GmbH                                | Ordinary       |                          | 100                   | 98                                      |       |
| GHANA          | British American Tobacco (West Africa) Limited            | Ordinary       |                          | 100                   | 100                                     |       |
| GHANA          | Pioneer Tobacco Company Limited                           | Ordinary       |                          | 55                    | 55                                      |       |
| GREECE         | Benson and Hedges Hellas EPE (in liquidation)             | Ordinary       |                          | 100                   | 100                                     |       |
| GREECE         | British American Tobacco Hellas Limited Liability Company | Ordinary       |                          | 100                   | 98                                      |       |
| GREECE         | Brown & Williamson (Hellas) E.P.E. (in liquidation)       | Ordinary       |                          | 100                   | 100                                     |       |

**BRITISH-AMERICAN TOBACCO (HOLDINGS) LIMITED**
**SUBSIDIARIES – as at 31st December 1998**

| COUNTRY     | COMPANY NAME                                                   | CLASS OF SHARE | BAT(H) Direct % Interest | SUBSIDIARY % Interest | TOTAL % Interest Attributable to BAT(H) | Codes |
|-------------|----------------------------------------------------------------|----------------|--------------------------|-----------------------|-----------------------------------------|-------|
| GUAM        | B & W Foreign Sales Corporation                                | Common         |                          | 100                   | 100                                     |       |
| GUATEMALA   | Tabacalera Nacional S.A.                                       | Ordinary       |                          | 94                    | 94                                      |       |
| GUYANA      | Demerara Tobacco Company Limited                               | Ordinary       |                          | 70                    | 70                                      |       |
| HONDURAS    | Compania Distribuidora King Bee S.A.                           | Ordinary       |                          | 100                   | 80                                      |       |
| HONDURAS    | Tabacalera Hondurena S.A.                                      | Ordinary       |                          | 80                    | 80                                      |       |
| HONG KONG   | A. Lopato Sons Limited                                         | Ordinary       |                          | 100                   | 100                                     |       |
| HONG KONG   | American Cigarette Company Limited                             | Ordinary       |                          | 100                   | 100                                     |       |
| HONG KONG   | British Cigarette Company (1964) Limited                       | Ordinary       |                          | 100                   | 100                                     |       |
| HONG KONG   | British-American Tobacco Company (Hong Kong) Limited           | Ordinary       |                          | 100                   | 100                                     |       |
| HONG KONG   | Brown & Williamson (Asia) Limited                              | Ordinary       |                          | 100                   | 100                                     |       |
| HONG KONG   | Capital Lithographers Limited                                  | Ordinary       |                          | 100                   | 100                                     |       |
| HONG KONG   | Chi Tung Tobacco Company Limited                               | Ordinary       |                          | 100                   | 100                                     |       |
| HONG KONG   | Kent Leisure Limited                                           | Ordinary       |                          | 100                   | 100                                     |       |
| HONG KONG   | Tobacco Development Company Limited                            | Ordinary       |                          | 100                   | 100                                     |       |
| HONG KONG   | Yee Tsoong Tobacco Company Limited                             | Ordinary       |                          | 100                   | 100                                     |       |
| HUNGARY     | BAT Pecs Dohanygyar Kft                                        | Ordinary       |                          | 100                   | 100                                     |       |
| HUNGARY     | British American Tobacco Magyarorszag Dohany Kereskedelmi Kft. | Ordinary       |                          | 100                   | 100                                     |       |
| INDONESIA   | PT BAT Indonesia Tbk                                           | Ordinary       |                          | 70                    | 70                                      |       |
| INDONESIA   | PT BAT Kareb                                                   | Ordinary       |                          | 70                    | 49                                      |       |
| IRELAND     | Hamburg Investment & Trading Company                           | Ordinary       |                          | 100                   | 98                                      |       |
| IRELAND     | Nordinvest Securities Trading Company Limited (in dissolution) | Ordinary       |                          | 100                   | 98                                      | Ø     |
| ISLE OF MAN | Abbey Investment Company Limited                               | Ordinary       |                          | 100                   | 100                                     |       |
| ISLE OF MAN | Indian Leaf Tobacco Development Company Limited                | Ordinary       |                          | 100                   | 96                                      |       |
|             |                                                                |                |                          |                       |                                         |       |
|             |                                                                |                |                          |                       |                                         |       |

| COUNTRY     | COMPANY NAME                                                         | CLASS OF SHARE                                 | BAT(H) Direct % Interest | SUBSIDIARY % Interest | TOTAL % Interest Attributable to BAT(H) | Codes |
|-------------|----------------------------------------------------------------------|------------------------------------------------|--------------------------|-----------------------|-----------------------------------------|-------|
| ISLE OF MAN | The Raleigh Investment Company Limited                               | Ordinary<br>Deferred<br>Ordinary<br>Preference |                          | 96<br><br>100<br>94   | 96<br><br>100<br>94                     |       |
| ISLE OF MAN | Tobacco Investments Limited                                          | Ordinary                                       |                          | 100                   | 100                                     |       |
| ISLE OF MAN | Tobacco Manufacturers (India) Limited                                | Ordinary                                       |                          | 100                   | 100                                     |       |
| ISRAEL      | Overseas Tobacco Limited                                             | Ordinary                                       |                          | 100                   | 100                                     |       |
| ITALY       | Eurostores S.R.L. (under liquidation)                                | Quotas                                         |                          | 100                   | 100                                     |       |
| JERSEY      | B.A.T Finance (Jersey) Limited                                       | Ordinary<br>Redeemable                         |                          | 100<br>100            | 99<br>99                                |       |
| JERSEY      | The Jersey Tobacco Distributors Limited                              | Ordinary                                       |                          | 100                   | 100                                     |       |
| KENYA       | African Cigarette Company (Overseas) Limited                         | Ordinary                                       |                          | 100                   | 59                                      |       |
| KENYA       | B.A.T. Kenya Developments Limited (in voluntary liquidation)         | Ordinary                                       |                          | 60                    | 35                                      |       |
| KENYA       | BAT Kenya Tobacco Company Limited                                    | Ordinary                                       |                          | 100                   | 59                                      |       |
| KENYA       | British American Tobacco Eastern Africa Area Limited                 | Ordinary                                       |                          | 100                   | 100                                     |       |
| KENYA       | British American Tobacco Kenya Limited                               | Ordinary                                       |                          | 60                    | 59                                      |       |
| KENYA       | East African Tobacco Company (Kenya) Limited                         | Ordinary                                       |                          | 100                   | 59                                      |       |
| KENYA       | Imara Daima Housing Development Limited (in voluntary liquidation)   | "A" Ordinary<br>"B" Ordinary                   |                          | 100<br>100            | 59<br>59                                |       |
| KENYA       | Kenya Poultry Development Company Limited (in voluntary liquidation) | Ordinary                                       |                          | 100                   | 35                                      |       |
| KENYA       | Poultex (Mombasa) Limited (in voluntary liquidation)                 | Ordinary                                       |                          | 100                   | 35                                      |       |
| KOREA       | British American Tobacco Korea Limited                               | Common                                         |                          | 100                   | 100                                     |       |
| LA REUNION  | B.A.T La Reunion S.A.R.L.                                            | Ordinary                                       |                          | 100                   | 100                                     |       |
| LIBERIA     | The Monrovia Tobacco Corporation                                     | Ordinary                                       |                          | 95                    | 95                                      |       |
| MADEIRA     | Souza Cruz Overseas                                                  | Ordinary                                       |                          | 100                   | 75                                      |       |

| COUNTRY  | COMPANY NAME                                       | CLASS OF SHARE | BAT(H) Direct % Interest | SUBSIDIARY % Interest | TOTAL % Interest Attributable to BAT(H) | Codes |
|----------|----------------------------------------------------|----------------|--------------------------|-----------------------|-----------------------------------------|-------|
| MALAWI   | B.A.T. (Malawi) Limited                            | Ordinary       |                          | 76                    | 76                                      |       |
| MALAYSIA | Benson & Hedges (Malaysia) Sendirian Berhad        | Ordinary       |                          | 100                   | 100                                     |       |
| MALAYSIA | Benson & Hedges Golden Gallery Sendirian Berhad    | Ordinary       |                          | 100                   | 54                                      |       |
| MALAYSIA | Contemporary Force Sdn. Bhd.                       | Ordinary       |                          | 100                   | 54                                      |       |
| MALAYSIA | John Player Special Sdn. Bhd.                      | Ordinary       |                          | 100                   | 54                                      |       |
| MALAYSIA | Kent Horizon Tours Sendirian Berhad                | Ordinary       |                          | 100                   | 54                                      |       |
| MALAYSIA | Lucky Strike Originals Sendirian Berhad            | Ordinary       |                          | 100                   | 54                                      |       |
| MALAYSIA | Malaysian Tobacco Company Berhad                   | Ordinary       |                          | 54                    | 54                                      |       |
| MALAYSIA | MTC Foundation                                     | Ordinary       |                          | 100                   | 54                                      |       |
| MALAYSIA | MTC Marketing Sendirian Berhad                     | Ordinary       |                          | 100                   | 54                                      |       |
| MALTA    | M.T.C. Tobacco Company Limited                     | Ordinary       |                          | 100                   | 100                                     |       |
| MEXICO   | AgroIndustrias Moderna, S.A. de C.V.               | Ordinary       |                          | 100                   | 100                                     |       |
| MEXICO   | BAT Mexico SA de CV                                | Ordinary       |                          | 100                   | 100                                     |       |
| MEXICO   | Cigarrera La Moderna S.A. de C.V.                  | Ordinary       |                          | 100                   | 100                                     |       |
| MEXICO   | Cigarros El Aguila, S.A. de C.V.                   | Ordinary       |                          | 99                    | 99                                      |       |
| MEXICO   | CLM Internacional, S.A. de C.V.                    | Ordinary       |                          | 100                   | 100                                     |       |
| MEXICO   | Desarrollo Dinamico de Negocios, S.A. de C.V.      | Ordinary       |                          | 100                   | 100                                     |       |
| MEXICO   | Ditsa Distribuciones, S.A. de C.V.                 | Ordinary       |                          | 100                   | 100                                     |       |
| MEXICO   | Exportacion de Tabacos Mexicanos, S.A. de C.V.     | Ordinary       |                          | 100                   | 75                                      |       |
| MEXICO   | Inversiones Integradas, S.A. de C.V.               | Ordinary       |                          | 75                    | 75                                      |       |
| MEXICO   | Inversionista e Impulsora Industrial, S.A. de C.V. | Ordinary       |                          | 100                   | 100                                     |       |
| MEXICO   | Inversionista Mexicana, S.A. de C.V.               | Ordinary       |                          | 100                   | 100                                     |       |
| MEXICO   | Procesadora de Tabacos, S.A. de C.V.               | Ordinary       |                          | 100                   | 100                                     |       |
| MEXICO   | Publicidad y Proyectos de Imagen, S.A. de C.V.     | Ordinary       |                          | 100                   | 100                                     |       |
| MEXICO   | Publiexterior, S.A. de C.V.                        | Ordinary       |                          | 75                    | 75                                      |       |
| MEXICO   | Sistemas Operativos de Proteccion, S.A. de C.V.    | Ordinary       |                          | 100                   | 100                                     |       |
| MEXICO   | Tabacos Azteca, S.A.                               | Ordinary       |                          | 60                    | 60                                      |       |

**BRITISH-AMERICAN TOBACCO (HOLDINGS) LIMITED**
**SUBSIDIARIES – as at 31st December 1998**

| COUNTRY          | COMPANY NAME                                                                             | CLASS OF SHARE       | BAT(H) Direct % Interest | SUBSIDIARY % Interest | TOTAL % Interest Attributable to BAT(H) | Codes |
|------------------|------------------------------------------------------------------------------------------|----------------------|--------------------------|-----------------------|-----------------------------------------|-------|
| MEXICO           | Tabacos y Puros de San Andres, S.A. de C.V.                                              | Ordinary             |                          | 100                   | 100                                     |       |
| MEXICO           | Ventronic, S.A. de C.V.                                                                  | Ordinary             |                          | 100                   | 100                                     |       |
| MYANMAR          | Tobacco Marketing Services Limited                                                       | Ordinary             |                          | 100                   | 100                                     | #     |
| NETHERLANDS      | "Victoria" Cigaretten Verkoop Maatschappij (The Victoria Cigarette Selling Company) B.V. | Ordinary             |                          | 100                   | 100                                     |       |
| NETHERLANDS      | Ardath Tobacco Company (Nederland) B.V.                                                  | Ordinary             |                          | 100                   | 100                                     |       |
| NETHERLANDS      | British American Tobacco The Netherlands B.V.                                            | Ordinary             |                          | 100                   | 100                                     |       |
| NETHERLANDS      | British-American Tobacco Company (Nederland) B.V.                                        | Ordinary             |                          | 100                   | 100                                     |       |
| NETHERLANDS      | J. De Wijs B.V.                                                                          | Ordinary             |                          | 100                   | 100                                     |       |
| NETHERLANDS      | Louis Dobbmann B.V.                                                                      | Ordinary             |                          | 100                   | 100                                     |       |
| NEW ZEALAND      | Benson & Hedges (N.Z.) Limited                                                           | Ordinary             |                          | 100                   | 86                                      |       |
| NEW ZEALAND      | Carreras Limited                                                                         | Ordinary             |                          | 100                   | 86                                      |       |
| NEW ZEALAND      | Gallaher Limited                                                                         | Ordinary             |                          | 100                   | 100                                     |       |
| NEW ZEALAND      | John Player & Sons (N.Z.) Limited                                                        | Ordinary             |                          | 100                   | 86                                      |       |
| NEW ZEALAND      | New Zealand Holdings Limited                                                             | Ordinary Preference  |                          | 86 92                 | 86 92                                   |       |
| NEW ZEALAND      | Nominees (New Zealand) Limited                                                           | Ordinary             |                          | 100                   | 86                                      | #     |
| NEW ZEALAND      | W.D. & H.O. Wills (New Zealand) Limited                                                  | Ordinary             |                          | 100                   | 86                                      |       |
| NICARAGUA        | Tabacalera Nicaraguense S.A.                                                             | Ordinary             |                          | 60                    | 60                                      |       |
| NIGERIA          | Marina Investments Limited                                                               | Ordinary             |                          | 100                   | 59                                      |       |
| NIGERIA          | Nigerian Tobacco Company plc                                                             | Ordinary             |                          | 59                    | 59                                      |       |
| PAKISTAN         | Pakistan Tobacco Company Limited                                                         | Ordinary             |                          | 63                    | 63                                      |       |
| PAKISTAN         | Phoenix (Private) Limited                                                                | Ordinary             |                          | 100                   | 63                                      |       |
| PANAMA           | Tabacalera Istmena S.A.                                                                  | Common               |                          | 100                   | 100                                     |       |
| PAPUA NEW GUINEA | Papua New Guinea Tobacco Company Limited                                                 | Ordinary             |                          | 100                   | 67                                      |       |
| PAPUA NEW GUINEA | Paradise Tobacco Company Pty. Limited                                                    | Ordinary ("A" & "B") |                          | 100                   | 67                                      |       |
| PAPUA NEW GUINEA | Wills (PNG) Limited                                                                      | Ordinary             |                          | 100                   | 67                                      |       |

**BRITISH-AMERICAN TOBACCO (HOLDINGS) LIMITED**
**SUBSIDIARIES -- as at 31st December 1998**

| COUNTRY         | COMPANY NAME                                                                 | CLASS OF SHARE      | BAT(H) Direct % Interest | SUBSIDIARY % Interest | TOTAL % Interest Attributable to BAT(H) | Codes |
|-----------------|------------------------------------------------------------------------------|---------------------|--------------------------|-----------------------|-----------------------------------------|-------|
| POLAND          | B.A.T Group Poland Sp.zo.o.                                                  | Ordinary            |                          | 100                   | 98                                      |       |
| POLAND          | British-American Tobacco Poland Sp.zo.o                                      | Ordinary            |                          | 100                   | 94                                      |       |
| POLAND          | British-American Tobacco Polska S.A.                                         | Ordinary            |                          | 96                    | 94                                      |       |
| ROMANIA         | British-American Tobacco (Romania) Investments SRL                           | Ordinary            |                          | 100                   | 98                                      |       |
| ROMANIA         | British-American Tobacco (Romania) SRL                                       | Ordinary            |                          | 100                   | 98                                      |       |
| ROMANIA         | British-American Tobacco (Romania) Trading SRL                               | Ordinary            |                          | 100                   | 98                                      |       |
| RUSSIA          | BAT Trading Company                                                          | Common              |                          | 100                   | 98                                      |       |
| RUSSIA          | British American Tobacco - Yava                                              | Ordinary Preference |                          | 88<br>100             | 88<br>100                               |       |
| RUSSIA          | British American Tobacco -STF                                                | Ordinary            |                          | 99                    | 99                                      |       |
| RUSSIA          | International Tobacco Marketing Services                                     | Common              |                          | 100                   | 99                                      |       |
| SIERRA LEONE    | Aureol Pension Trust Company Limited                                         | Ordinary            |                          | 100                   | 80                                      |       |
| SIERRA LEONE    | Aureol Tobacco Company Limited                                               | Ordinary            |                          | 86                    | 86                                      |       |
| SIERRA LEONE    | Rokel Leaf Tobacco Development Company Limited (in voluntary liquidation)    | Ordinary            |                          | 60                    | 52                                      |       |
| SINGAPORE       | British-American Tobacco Company (Singapore) Limited                         | Ordinary            |                          | 80                    | 80                                      |       |
| SINGAPORE       | British-American Tobacco Marketing (Singapore) Private Limited               | Ordinary            |                          | 100                   | 100                                     |       |
| SINGAPORE       | Singapore Tobacco Company (Private) Limited                                  | Ordinary            |                          | 100                   | 80                                      |       |
| SLOVAKIA        | British American Tobacco (Slovakia) Spol. s.r.o.                             | Ordinary            |                          | 100                   | 98                                      |       |
| SOLOMON ISLANDS | Solomon Islands Tobacco Company Limited                                      | Ordinary            |                          | 100                   | 83                                      |       |
| SOUTH AFRICA    | Benson & Hedges (Pty.) Limited                                               | Ordinary            |                          | 100                   | 63                                      |       |
| SOUTH AFRICA    | British American Tobacco (South Africa) Limited                              | Ordinary            |                          | 100                   | 63                                      |       |
| SOUTH AFRICA    | British American Tobacco (Southern & West Africa Area) (Proprietary) Limited | Ordinary            | 100                      |                       | 100                                     |       |

**BRITISH-AMERICAN TOBACCO (HOLDINGS) LIMITED**
**SUBSIDIARIES – as at 31st December 1998**

| COUNTRY      | COMPANY NAME                                                             | CLASS OF SHARE                   | BAT(H) Direct % Interest | SUBSIDIARY % Interest | TOTAL % Interest Attributable to BAT(H) | Codes |
|--------------|--------------------------------------------------------------------------|----------------------------------|--------------------------|-----------------------|-----------------------------------------|-------|
| SOUTH AFRICA | British American Tobacco Holdings (South Africa) Limited                 | Ordinary                         |                          | 63                    | 63                                      |       |
| SOUTH AFRICA | Brown & Williamson Tobacco Corporation (Pty.) Limited                    | Ordinary                         |                          | 100                   | 63                                      |       |
| SOUTH AFRICA | Carlton Cigarette Company (Pty.) Limited                                 | Ordinary                         |                          | 100                   | 63                                      |       |
| SOUTH AFRICA | Commando (Pty.) Limited                                                  | Ordinary<br>Deferred<br>Ordinary |                          | 100                   | 63                                      |       |
| SOUTH AFRICA | Distinctive Marketing (Proprietary) Limited                              | Ordinary                         |                          | 100                   | 63                                      |       |
| SOUTH AFRICA | International Tobacco Company Limited                                    | Ordinary                         |                          | 100                   | 63                                      |       |
| SOUTH AFRICA | John Player & Sons (Proprietary) Limited                                 | Ordinary                         |                          | 100                   | 63                                      |       |
| SOUTH AFRICA | Lambert & Butler Limited                                                 | Ordinary                         |                          | 100                   | 63                                      |       |
| SOUTH AFRICA | Lautrec et Cie S.A. (Pty.) Limited                                       | Ordinary                         |                          | 100                   | 63                                      |       |
| SOUTH AFRICA | Mundel & Herzfeld (Pty.) Limited                                         | Ordinary                         |                          | 100                   | 63                                      |       |
| SOUTH AFRICA | Precision Engineering Company (1946) (Pty.) Limited                      | Ordinary                         |                          | 100                   | 63                                      |       |
| SOUTH AFRICA | Utico Exports (Pty.) Limited                                             | Ordinary                         |                          | 100                   | 63                                      |       |
| SOUTH AFRICA | Utico Management Services (Proprietary) Limited                          | Ordinary                         |                          | 100                   | 63                                      |       |
| SOUTH AFRICA | Utico Properties Roodepoort (Pty.) Limited                               | Ordinary                         |                          | 100                   | 63                                      |       |
| SOUTH AFRICA | W.D. & H.O. Wills (Pty.) Limited                                         | Ordinary                         |                          | 100                   | 63                                      |       |
| SOUTH AFRICA | Westminster Tobacco Company (C.T.& L.) (Pty.) Limited                    | Ordinary                         |                          | 100                   | 63                                      |       |
| SOUTH AFRICA | Willards Foods (Proprietary) Limited<br>(in process of being struck off) | "A" Ordinary<br>"B" Ordinary     |                          | 100<br>100            | 63<br>63                                |       |
| SOUTH AFRICA | Willards Management Services (Pty.) Ltd.                                 | Ordinary                         |                          | 100                   | 63                                      |       |
| SOUTH AFRICA | Wilson (Top Mill) (Pty.) Limited                                         | Ordinary                         |                          | 100                   | 63                                      |       |
| SPAIN        | B.A.T. Espana S.A.                                                       | Ordinary                         |                          | 100                   | 100                                     |       |
| SRI LANKA    | C.T.C. (Exports) Limited                                                 | Ordinary                         |                          | 100                   | 84                                      |       |

| COUNTRY        | COMPANY NAME                                               | CLASS OF SHARE | BAT(H) Direct % Interest | SUBSIDIARY % Interest | TOTAL % Interest Attributable to BAT(H) | Codes |
|----------------|------------------------------------------------------------|----------------|--------------------------|-----------------------|-----------------------------------------|-------|
| SRI LANKA      | C.T.C. Briquettes Limited                                  | Ordinary       |                          | 100                   | 84                                      |       |
| SRI LANKA      | C.T.C. Services Limited                                    | Ordinary       |                          | 100                   | 84                                      |       |
| SRI LANKA      | Ceylon Tobacco Company Limited                             | Ordinary       |                          | 84                    | 84                                      |       |
| SRI LANKA      | CTC Eagle Insurance Company Limited                        | Ordinary       |                          | 63                    | 53                                      |       |
| SRI LANKA      | CTC Foliage Limited                                        | Ordinary       |                          | 100                   | 84                                      |       |
| SRI LANKA      | CTC Leaf Exports Limited                                   | Ordinary       |                          | 100                   | 84                                      |       |
| SRI LANKA      | Eagle NDB Fund Management Company Limited                  | Ordinary       |                          | 51                    | 27                                      |       |
| SURINAME       | Tobacco Company of Suriname N.V.                           | Ordinary       |                          | 100                   | 100                                     |       |
| SWITZERLAND    | Barclay Look S.A.                                          | Ordinary       |                          | 100                   | 100                                     |       |
| SWITZERLAND    | BAT (International) S.A.R.L.                               | Ordinary       |                          | 100                   | 100                                     |       |
| SWITZERLAND    | British American Tobacco Switzerland S.A.                  | Ordinary       |                          | 99                    | 99                                      |       |
| SWITZERLAND    | Parfita S.A.                                               | Ordinary       |                          | 100                   | 100                                     |       |
| SWITZERLAND    | SAFE AG                                                    | Ordinary       |                          | 100                   | 98                                      |       |
| TANZANIA       | British American Tobacco (Tanzania) Limited                | Ordinary       |                          | 100                   | 100                                     |       |
| TRINIDAD       | The West Indian Tobacco Company Limited                    | Ordinary       |                          | 50                    | 50                                      |       |
| UGANDA         | British American Tobacco Uganda Limited                    | Ordinary       |                          | 70                    | 70                                      |       |
| UNITED KINGDOM | Advanced Technologies (Cambridge) Limited                  | Ordinary       |                          | 100                   | 100                                     |       |
| UNITED KINGDOM | Anton Justman (Amsterdam & London) Limited                 | Ordinary       |                          | 100                   | 100                                     |       |
| UNITED KINGDOM | Ardath Tobacco Company Limited                             | Ordinary       |                          | 100                   | 100                                     |       |
| UNITED KINGDOM | B.A.T (U.K. and Export) Limited                            | Ordinary       |                          | 100                   | 100                                     |       |
| UNITED KINGDOM | B.A.T (U.K. Holdings) Limited                              | Ordinary       |                          | 100                   | 100                                     |       |
| UNITED KINGDOM | B.A.T (Westminster House) Limited                          | Ordinary       |                          | 100                   | 100                                     |       |
| UNITED KINGDOM | B.A.T Additional Retirement Benefit Scheme Trustee Limited | Ordinary       |                          | 100                   | 100                                     |       |
| UNITED KINGDOM | B.A.T Cambodia (Investments) Limited                       | Ordinary       |                          | 100                   | 100                                     |       |
| UNITED KINGDOM | B.A.T Far East Holding Limited                             | Ordinary       |                          | 100                   | 100                                     |       |
| UNITED KINGDOM | B.A.T Far East Leaf Limited                                | Ordinary       |                          | 100                   | 100                                     |       |
| UNITED KINGDOM | B.A.T Guangdong Limited                                    | Ordinary       |                          | 100                   | 100                                     |       |

| COUNTRY        | COMPANY NAME                                            | CLASS OF SHARE | BAT(H) Direct % Interest | SUBSIDIARY % Interest | TOTAL % Interest Attributable to BAT(H) | Codes |
|----------------|---------------------------------------------------------|----------------|--------------------------|-----------------------|-----------------------------------------|-------|
| UNITED KINGDOM | B.A.T Guizhou Limited                                   | Ordinary       |                          | 100                   | 100                                     |       |
| UNITED KINGDOM | B.A.T Hubei Limited                                     | Ordinary       |                          | 100                   | 100                                     |       |
| UNITED KINGDOM | B.A.T Pension Trustee Limited                           | Ordinary       |                          | 99                    | 99                                      |       |
| UNITED KINGDOM | B.A.T Portugal Limited                                  | Ordinary       |                          | 100                   | 100                                     |       |
| UNITED KINGDOM | B.A.T Russia Limited                                    | Ordinary       |                          | 100                   | 100                                     |       |
| UNITED KINGDOM | B.A.T Services Limited                                  | Ordinary       |                          | 100                   | 100                                     |       |
| UNITED KINGDOM | B.A.T Uzbekistan (Investments) Limited                  | Ordinary       |                          | 100                   | 100                                     |       |
| UNITED KINGDOM | B.A.T Vietnam Limited                                   | Ordinary       |                          | 100                   | 100                                     |       |
| UNITED KINGDOM | B.A.T. China Limited                                    | Ordinary       |                          | 100                   | 100                                     |       |
| UNITED KINGDOM | BAT Kyrgyzstan (Investments) Limited                    | Ordinary       |                          | 100                   | 100                                     |       |
| UNITED KINGDOM | BATMark Limited                                         | Ordinary       | 100                      |                       | 100                                     |       |
| UNITED KINGDOM | BATNET Limited                                          | Ordinary       |                          | 100                   | 100                                     |       |
| UNITED KINGDOM | Benson & Hedges (Overseas) Limited                      | Ordinary       |                          | 100                   | 100                                     |       |
| UNITED KINGDOM | British American Tobacco (Brands) Limited               | Ordinary       |                          | 100                   | 100                                     |       |
| UNITED KINGDOM | British American Tobacco (Dominicana) Limited           | Ordinary       |                          | 100                   | 100                                     |       |
| UNITED KINGDOM | British American Tobacco (Investments) Limited          | Ordinary       | 100                      |                       | 100                                     |       |
| UNITED KINGDOM | British American Tobacco (Philippines) Limited          | Ordinary       |                          | 100                   | 100                                     |       |
| UNITED KINGDOM | British American Tobacco (South America) Limited        | Ordinary       |                          | 100                   | 100                                     |       |
| UNITED KINGDOM | British American Tobacco (Turkey) Investments Limited   | Ordinary       | 100                      |                       | 100                                     |       |
| UNITED KINGDOM | British-American Tobacco (Mauritius) plc                | Ordinary       |                          | 100                   | 100                                     |       |
| UNITED KINGDOM | British-American Tobacco Company (Ceylon) Limited       | Ordinary       |                          | 100                   | 100                                     |       |
| UNITED KINGDOM | Brown & Williamson Limited                              | Ordinary       | 100                      |                       | 100                                     |       |
| UNITED KINGDOM | Brown & Williamson Tobacco Corporation (Export) Limited | Ordinary       |                          | 100                   | 100                                     |       |
| UNITED KINGDOM | Chelwood Trading & Investment Company Limited           | Ordinary       |                          | 100                   | 100                                     |       |

**BRITISH-AMERICAN TOBACCO (HOLDINGS) LIMITED**
**SUBSIDIARIES – as at 31st December 1998**

| COUNTRY                  | COMPANY NAME                                   | CLASS OF SHARE      | BAT(H) Direct % Interest | SUBSIDIARY % Interest | TOTAL % Interest Attributable to BAT(H) | Codes |
|--------------------------|------------------------------------------------|---------------------|--------------------------|-----------------------|-----------------------------------------|-------|
| UNITED KINGDOM           | Companhia Continental de Cigarros Limited      | Ordinary Preference | 100                      |                       | 100                                     |       |
| UNITED KINGDOM           | East African Tobacco Company (U.K.) Limited    | Ordinary            | 100                      |                       | 100                                     |       |
| UNITED KINGDOM           | Kent Leisure Holidays Limited                  | Ordinary            |                          | 99                    | 99                                      |       |
| UNITED KINGDOM           | Louisville Securities Limited                  | Ordinary            |                          | 100                   | 100                                     |       |
| UNITED KINGDOM           | M. Melachrinio & Co. Limited                   | Ordinary            | 100                      |                       | 100                                     |       |
| UNITED KINGDOM           | Millbank Nominees Limited                      | Ordinary            |                          | 100                   | 100                                     |       |
| UNITED KINGDOM           | Moorgate Tobacco Co. Limited                   | Ordinary            |                          | 100                   | 100                                     |       |
| UNITED KINGDOM           | Myddleton Investment Company Limited           | Ordinary            |                          | 100                   | 100                                     |       |
| UNITED KINGDOM           | Peninsular Tobacco Company Limited             | Ordinary            |                          | 100                   | 100                                     |       |
| UNITED KINGDOM           | Peter Jackson (Overseas) Limited               | Ordinary            |                          | 100                   | 96                                      |       |
| UNITED KINGDOM           | Powhattan Limited                              | Ordinary            |                          | 100                   | 100                                     |       |
| UNITED KINGDOM           | Precis (1213) Limited                          | Ordinary            |                          | 100                   | 100                                     |       |
| UNITED KINGDOM           | Rowatt & Lyon Limited                          | Ordinary            |                          | 100                   | 100                                     |       |
| UNITED KINGDOM           | Senior Service (Overseas) Limited              | Ordinary            |                          | 100                   | 100                                     |       |
| UNITED KINGDOM           | St. James's Tobacco Company Limited            | Ordinary            |                          | 100                   | 100                                     |       |
| UNITED KINGDOM           | State Express 555 of London Limited            | Ordinary            |                          | 100                   | 100                                     |       |
| UNITED KINGDOM           | The Universal Tobacco Company Limited          | Ordinary            |                          | 100                   | 100                                     |       |
| UNITED KINGDOM           | Thomas Bear & Sons Limited                     | Ordinary            |                          | 100                   | 100                                     |       |
| UNITED KINGDOM           | Tobacco Products Corporation Limited           | Ordinary            |                          | 100                   | 100                                     |       |
| UNITED KINGDOM           | Westanley Trading & Investment Company Limited | Ordinary            |                          | 100                   | 100                                     |       |
| UNITED KINGDOM           | Westminster Nominees Limited                   | Ordinary            |                          | 100                   | 100                                     |       |
| UNITED KINGDOM           | Westminster Tobacco Company Limited            | Ordinary            |                          | 100                   | 100                                     |       |
| UNITED KINGDOM           | Weston Investment Company Limited              | Ordinary            | 95                       |                       | 95                                      |       |
| UNITED KINGDOM           | World Investment Company Limited               | Ordinary            |                          | 100                   | 100                                     |       |
| UNITED STATES OF AMERICA | Barclay Products, Inc.                         | Common              |                          | 100                   | 100                                     |       |

| COUNTRY                  | COMPANY NAME                                             | CLASS OF SHARE | BAT(H) Direct % Interest | SUBSIDIARY % Interest | TOTAL % Interest Attributable to BAT(H) | Codes |
|--------------------------|----------------------------------------------------------|----------------|--------------------------|-----------------------|-----------------------------------------|-------|
| UNITED STATES OF AMERICA | BATIC, Inc                                               | Common         |                          | 100                   | 100                                     |       |
| UNITED STATES OF AMERICA | BATUS Holdings Inc.                                      | Common         |                          | 100                   | 100                                     |       |
| UNITED STATES OF AMERICA | BATUS Inc.                                               | Common         |                          | 100                   | 100                                     |       |
| UNITED STATES OF AMERICA | BATUS Realty, Inc.                                       | Common         |                          | 100                   | 100                                     |       |
| UNITED STATES OF AMERICA | BATUS Retail Services, Inc.                              | Common         |                          | 100                   | 100                                     |       |
| UNITED STATES OF AMERICA | BATUS Services Inc.                                      | Common         |                          | 100                   | 100                                     |       |
| UNITED STATES OF AMERICA | BATUS Tobacco Services Inc.                              | Common         |                          | 100                   | 100                                     |       |
| UNITED STATES OF AMERICA | British American Tobacco (Brands), Inc.                  | Common         |                          | 100                   | 100                                     |       |
| UNITED STATES OF AMERICA | Brown & Williamson (Japan) Inc.                          | Common         |                          | 100                   | 100                                     |       |
| UNITED STATES OF AMERICA | Brown & Williamson (Overseas) Limited                    | Common         |                          | 100                   | 100                                     |       |
| UNITED STATES OF AMERICA | Brown & Williamson Industries Incorporated               | Common         |                          | 100                   | 100                                     |       |
| UNITED STATES OF AMERICA | Brown & Williamson Tobacco Corporation                   | Common         |                          | 100                   | 100                                     |       |
| UNITED STATES OF AMERICA | Cheltenham Realty Corporation (in voluntary dissolution) | Common         |                          | 100                   | 100                                     |       |
| UNITED STATES OF AMERICA | Diversified International Products, Inc.                 | Common         |                          | 100                   | 100                                     |       |

**BRITISH-AMERICAN TOBACCO (HOLDINGS) LIMITED**
**SUBSIDIARIES – as at 31st December 1998**

| COUNTRY                  | COMPANY NAME                                                 | CLASS OF SHARE | BAT(H) Direct % Interest | SUBSIDIARY % Interest | TOTAL % Interest Attributable to BAT(H) | Codes |
|--------------------------|--------------------------------------------------------------|----------------|--------------------------|-----------------------|-----------------------------------------|-------|
| UNITED STATES OF AMERICA | Kool Products Inc.                                           | Common         |                          | 100                   | 100                                     |       |
| UNITED STATES OF AMERICA | Liggett & Myers Tobacco Company (China) Limited              | Ordinary       |                          | 100                   | 100                                     |       |
| UNITED STATES OF AMERICA | Ninth Ward Realty Company (in voluntary dissolution)         | Common         |                          | 100                   | 100                                     |       |
| UNITED STATES OF AMERICA | Viceroy Products, Inc.                                       | Common         |                          | 100                   | 100                                     |       |
| URUGUAY                  | Otanel Sociedad Anonima                                      | Nominative     |                          | 100                   | 100                                     |       |
| UZBEKISTAN               | UZBAT A.O.                                                   | Ordinary       |                          | 95                    | 95                                      |       |
| VENEZUELA                | Compania Anonima Cigarrera Bigott Sucesores                  | Ordinary       |                          | 100                   | 100                                     |       |
| VENEZUELA                | Distribuidora Bigott, C.A.                                   | Ordinary       |                          | 100                   | 100                                     |       |
| VENEZUELA                | Fundacion Bigott                                             | Ordinary       |                          | 100                   | 100                                     |       |
| VENEZUELA                | Fundacion Los Ruices                                         | Ordinary       |                          | 100                   | 100                                     |       |
| VENEZUELA                | Inversiones Plurimarcas C.A.                                 | Ordinary       |                          | 100                   | 100                                     |       |
| ZAMBIA                   | B.A.T. Zambia Limited                                        | Ordinary       |                          | 100                   | 100                                     |       |
| ZIMBABWE                 | British American Tobacco Zimbabwe Limited                    | Ordinary       |                          | 85                    | 85                                      |       |
| ZIMBABWE                 | Brown & Williamson Tobacco Company (Private) Limited         | Ordinary       |                          | 100                   | 85                                      |       |
| ZIMBABWE                 | Carlton Cigarette Company Limited (in voluntary liquidation) | Ordinary       |                          | 100                   | 63                                      |       |
| ZIMBABWE                 | Export Leaf Tobacco Co. of Africa (Private) Limited          | Ordinary       |                          | 100                   | 100                                     |       |
| ZIMBABWE                 | Heemraad (Private) Limited                                   | Ordinary       |                          | 100                   | 85                                      |       |
| ZIMBABWE                 | Tobacco Processors Zimbabwe (Private) Limited                | Ordinary       |                          | 70                    | 70                                      |       |
| ZIMBABWE                 | W.D. & H.O. Wills (Private) Limited                          | Ordinary       |                          | 100                   | 85                                      |       |

**OTHER DIRECTORSHIPS**

**PAUL NICHOLAS ADAMS**

**Current**

East African Tobacco Company (U.K.) Limited  
The Raleigh Investment Company Limited

**Past**

Indian Leaf Tobacco Development Company Limited (resigned 11/11/97)

**NICHOLAS GEORGE BROOKES**

**Past**

Wildcroft Manor Limited (resigned 1995)

**MARTIN FAULKNER BROUGHTON**

**Current**

The Chartered Institute of Marketing  
Whitbread plc

**Past**

British American Financial Services (UK and International) Limited (resigned 7/09/98)  
Farmers Group Inc (resigned 1/02/95)  
Third Age Challenge Trust (Company limited by guarantee) Trustee (resigned 24/06/96)

**STUART PHILIP CHALFEN**

**Current**

Centre for Dispute Resolution Limited

**Past**

UCLi Limited (resigned 3/06/97)

**OTHER DIRECTORSHIPS**

**ANTONIO MONTEIRO DE CASTRO**

**Current**

British American Racing (Holdings) Limited

**Past**

Canning House Economic Affairs Council Limited (resigned 30/09/96)

The Hispanic & Luso Brazilian Council (resigned 30/09/96)

**KEITH SILVESTER DUNT**

**Current**

East African Tobacco Company (U.K.) Limited

The Raleigh Investment Company Limited

**Past**

Indian Leaf Tobacco Development Company Limited (resigned 11/11/97)

Canning House Economic Affairs Council Limited (resigned 18/04/96)

The Hispanic & Luso Brazilian Council (resigned 18/04/96)

**ULRICH GEORG VOLKER HERTER**

**Current**

East African Tobacco Company (U.K.) Limited

The Raleigh Investment Company Limited

**ANTHONY CAMERON JOHNSTON**

**Current**

East African Tobacco Company (U.K.) Limited

The Raleigh Investment Company Limited

**Past**

Indian Leaf Tobacco Development Company Limited (resigned 11/11/97)

**OTHER DIRECTORSHIPS**

**EARL EUGENE KOHNHORST**

**Current**

East African Tobacco Company (U.K.) Limited

The Raleigh Investment Company Limited

**JIMMI REMBISZEWSKI**

**Current**

British American Racing (Holdings) Limited

East African Tobacco Company (U.K.) Limited

The Raleigh Investment Company Limited

**Past**

Indian Leaf Tobacco Development Company Limited (resigned 11/11/97)

The Confederation of European Community Cigarette

Manufacturers Limited (resigned 7/3/94)

Information Communication Consultants International, Ltd (resigned - pre 1999)

**DAVID GEORGE STEVENS**

**Current**

East African Tobacco Company (U.K.) Limited

The Raleigh Investment Company Limited

**Past**

Brixton Small Business Centre Limited (resigned 01/08/95)