

The Companies Acts 1985 to 1989

Company Limited By Shares

Company Number: 262254

BRITISH-AMERICAN TOBACCO (HOLDINGS) LIMITED

MEMORANDUM

- AND -

ARTICLES OF ASSOCIATION



Incorporated the 28th January 1932



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 262254

The Registrar of Companies for England and Wales hereby certifies that
STAINES INVESTMENTS LTD.

having by special resolution changed its name, is now incorporated
under the name of
BRITISH-AMERICAN TOBACCO (HOLDINGS) LIMITED

Given at Companies House, Cardiff, the 13th October 1995

A handwritten signature in dark ink, appearing to read 'L. Parry'.

MRS. L. PARRY
For the Registrar of Companies



C O M P A N I E S H O U S E



THE COMPANIES ACT 1985

Company No. 262254

The Registrar of Companies for England and Wales hereby certifies that
STAINES INVESTMENTS LTD., (originally called **TESCO STORES LIMITED**,
changed its name on 2nd March 1987 to **TESCO HOLDINGS LIMITED**, which was
changed on 15th February 1991 to **STAINES INVESTMENTS LTD.**, each change
having been made by special resolution) was incorporated under the Companies Act
1929 as a limited company on 28th January 1932.*****

Given at Companies House, Cardiff, the 4th October 1995

A handwritten signature in cursive script, appearing to read 'M. Jeya'.

MRS. M. JEYA

for the Registrar of Companies

No. 262254

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- OF -

BRITISH-AMERICAN TOBACCO (HOLDINGS) LIMITED

Passed the 18th day of December 1995

At an EXTRAORDINARY GENERAL MEETING of the Members of the said Company, duly convened and held at Windsor House, 50 Victoria Street, London SW1, on the 18th day of December 1995, the following RESOLUTION was passed as a SPECIAL RESOLUTION:-

"That the objects set forth in paragraph 3 of the document produced to this meeting, and for the purposes of identification signed by the Chairman hereof, be approved and adopted as the objects of the Company, in substitution for, and to the exclusion of, all the existing objects thereof, and the Memorandum of Association be altered accordingly".

DATED this 18th day of December 1995.

A R HOLLIMAN
(Assistant Company Secretary)

No. 262254

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- OF -

STAINES INVESTMENTS LIMITED

Passed the 3rd day of October 1995

At an EXTRAORDINARY GENERAL MEETING of the Members of the said Company, duly convened and held at Windsor House, 50 Victoria Street, London SW1, on the 3rd day of October 1995, the following RESOLUTION was passed as a SPECIAL RESOLUTION:-

"That the name of the Company be changed to British-American Tobacco (Holdings) Limited".

DATED this 3rd day of October 1995.

A R HOLLIMAN
(Assistant Company Secretary)

WRITTEN RESOLUTIONS OF
STAINES INVESTMENTS LIMITED
REGISTERED NO: 262254

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.

S P CHALFEN
Duly authorised representative of
B.A.T Industries p.l.c.

11th December 1992

K ETHERINGTON
Duly authorised representative of
Arcadian Investment Company Ltd

11th December 1992

COMPANY LIMITED BY SHARES

Memorandum of Association
OF
British-American Tobacco (Holdings) Limited

(adopted by Special Resolution dated 18 December 1995)

1. The name of the Company is "British-American Tobacco (Holdings) Limited".**
2. The registered office of the Company will be situated in England.
3. The objects for which the Company is established are:-
 - (1) To carry on the businesses of growers of tobacco, manufacturers of and dealers in tobacco, cigars, cigarettes and snuff, and any business arising out of or in connection with either or any of such commodities.
 - (2) To carry on, conduct, manage, develop and prosecute any of these businesses in such manner and in such place or places, either in England or elsewhere, as the Company may think requisite or proper, and generally to buy, sell, grow, cultivate, process, convert, manufacture, import, export and deal (both wholesale and retail) in tobacco, tobacco crops, cigars, cigarettes or other products or forms of tobacco, and also any articles or things connected with any such business or as commonly dealt in by tobaccoists, or which are likely to be required by or of interest to any degree or in any manner whatsoever to consumers of tobacco.
 - (3) To subscribe for, purchase or otherwise acquire and hold funds, loans, debentures, debenture stocks, notes, bonds, obligations, securities and investments of or issued or guaranteed by any government, state, dominion, sovereign, ruler, commissioner, province, public body or authority, whether supreme, municipal, local or otherwise, in England or elsewhere.
 - (4) To subscribe for, purchase or otherwise acquire and hold stocks, shares, debentures, debenture stock, scrip, notes, bonds, obligations, securities and investments of or issued or guaranteed by any company constituted or carrying on business in England or elsewhere.

*Name changed from STAINES INVESTMENTS LIMITED 13th October 1995

- (5) To acquire any such stocks, shares, debentures, debenture stock, bonds, obligations, securities or investments by original subscription, tender, purchase, exchange, obtaining options or otherwise, and to subscribe for the same either conditionally or otherwise, and to guarantee the subscription thereof.
- (6) To make advances upon, hold in trust, issue or offer for sale, publicly or privately any stocks, shares or securities.
- (7) To form, constitute and promote companies, syndicates, associations and undertakings of all kinds in the United Kingdom or elsewhere, and to secure by underwriting or otherwise the subscription of any part of the capital bonds or other obligations of any such company, syndicate, association or undertaking, and to pay any commission, brokerage or other remuneration in connection therewith.
- (8) To carry on business as bankers, financiers, concessionaires, manufacturers, merchants, traders, importers, exporters, dealers, brokers, agents, contractors, warehousemen, and carriers by sea or by land, and to manufacture, buy, sell, import, export and deal in merchandise, goods, stores, commodities, articles, chattels and effects and property of all kinds.
- (9) To carry on all kinds of guarantee and indemnity business, including the guaranteeing of contracts, and counter-guarantee and counter indemnity business, and bond investment business. Also to contract with leaseholders, borrowers, lenders, annuitants and others for the establishment, accumulation, provision and payment of sinking funds, redemption funds, depreciation funds, renewal funds, endowment funds and any other special funds, and that either in consideration of a lump sum or of an annual premium or otherwise, and generally on such terms and conditions as may be arranged. And further to purchase and deal in and lend on life reversionary and other interest in property of all kinds, whether absolute or contingent or expectant, and whether determinable or not, and to acquire, lend money on, redeem, cancel or extinguish by purchase, surrender or otherwise any policy, security, grant or contract issued, made or taken over or entered into by the Company.
- (10) To purchase, take on lease or in exchange, hire, or otherwise acquire and manage, work and develop any real or personal property or any estate or interest whatsoever, and any rights, privileges or easements over or in respect of any property, and any land, buildings, factories, mills, works, dwelling-houses, wharves, docks, roads, railways, tramways, machinery, engines, rolling stock, plant, stock-in-trade, live and dead stock, or things which may be necessary, suitable or convenient for the purposes of the Company's business, or may be used conveniently or be capable of being dealt with in connection with, or may enhance the value of or render profitable any of the Company's property, rights or assets.
- (11) To purchase or otherwise acquire and carry on the whole or any part of the business, property, goodwill and assets of any company carrying on or proposing to carry on any business which the Company is authorised to carry on, or which can be conveniently carried on in connection with the same or may seem calculated directly or indirectly, to benefit the Company.

- (12) To enter into partnership or into any arrangement for sharing profits, union of interest, joint adventure, reciprocal concession, co-operation or otherwise with any company carrying on, or about to carry on or engage in any business which the Company is authorised to carry on, or any business or transaction capable of being conducted so as, directly or indirectly, to benefit the Company.
- (13) To establish and maintain, or procure the establishment and maintenance of, any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances and emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or any such subsidiary or of any of the predecessors of the Company or any such other company as aforesaid, or who may be or have been directors or officers of the Company, or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and to establish, subsidise and subscribe to any institutions, associations, societies, clubs or funds calculated to be for the benefit of, or to advance the interest and well-being of the Company or of any other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
- (14) To apply for, purchase or otherwise acquire and protect, prolong, renew, and operate patents, patent rights, licences, protections, concessions and the like, conferring any exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention, process or privilege which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated, directly or indirectly, to benefit the Company, and to grant licences or privileges in respect thereof, or otherwise turn to account the property, rights and information so acquired, and to carry on any business in any way connected therewith, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
- (15) To sell, exchange, mortgage (with or without a power of sale), assign, lease, sub-let, improve, manage, develop, dispose of, turn to account, grant rights and privileges in respect of, and generally otherwise deal with the whole or any part of the business, investments, securities, estates, property, rights or undertaking of the Company upon any terms, either together or in portions, and as a going concern or otherwise, to any company, for such consideration as the Company may think fit, and either for cash or shares, stocks, debentures, obligations or securities of any other company.
- (16) To lend, invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined by the Directors, and to place any such moneys on deposit with bankers or financial or discount or mercantile houses or companies.

- (17) To raise or borrow money, with or without security, and also to secure the payment of money by the issue of or upon debentures or debenture stock, perpetual, terminable or otherwise, or bonds or other obligations charged or not charged upon, or by mortgage, charge, hypothecation, lien or pledge of the whole or any part of the undertaking, property, assets and rights of the Company, both present and future, including its uncalled capital, and generally in such other manner and on such terms as may seem expedient; and to issue any of the Company's securities for such consideration and on such terms as may be thought fit; and also by a similar mortgage, charge, or lien, to secure and guarantee the performance by the Company of any obligation or liability it may undertake, and to redeem or pay off any such securities.
- (18) To guarantee the performance of any obligation by any person whatsoever.
- (19) To create, make, draw, accept, endorse, discount, execute, issue and negotiate bills of exchange, promissory notes, and other negotiable or transferable instruments.
- (20) To enter into any arrangements with any government or authority, supreme, municipal, local or otherwise, or company, that may seem conducive to the Company's objects or any of them, and to obtain from any such government, authority or company any charters, contracts, decrees, rights, privileges and concessions, and to carry out, exercise and comply with any such arrangements, charters, contracts, decrees, rights, privileges and concessions.
- (21) To remunerate any company, firm or person rendering services to the Company, whether by cash payment or by the allotment of shares or securities of the Company credited as paid up in full or in part, or otherwise.
- (22) To distribute, either upon a distribution of assets or division of profits, among the Members of the Company in kind any property of the Company, and in particular any shares, debentures or securities of other companies belonging to the Company, or of which the Company may have the power of disposing.
- (23) To procure the Company to be registered or recognised in any country or place outside England.
- (24) To act as trustee and to undertake and execute any trusts and the conduct of any business connected therewith, and either gratuitously or otherwise, and to act as agents or brokers for any company, and to undertake and perform sub-contracts. Also to undertake the office of secretary, receiver or treasurer and keep for any company or government the register relating to its stocks and funds and to undertake any duties in relation to the registration of transfers or the issue of certificates.
- (25) To pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any shares, debentures, or securities of the Company.

- (26) To do all or any of the above things in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and either by or through trustees, agents, sub-contractors or otherwise and either alone or in partnership or in conjunction with others, and to contract for the carrying on of any operation connected with the Company's business by any other company.
- (27) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that the word "Company" in this clause except where used in reference to this Company shall be deemed to include any person or any partnership or other body of persons, whether corporate or unincorporate, and whether domiciled in the United Kingdom or elsewhere, and that the objects specified in the different paragraphs of this clause shall except where otherwise expressed in such paragraph be in no wise limited by reference to any other paragraph or the name of the Company, or by the juxtaposition of two or more objects, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent Company.

5. The liability of the Members is limited.

6. The authorised share capital of the Company is £84,630,700 divided into 84,630,700 shares of £1 each, with power to increase and with power to divide the shares in the capital for the time being, whether original or increased, and before or after the issue thereof, into several classes and to attach thereto respectively any preferential deferred, qualified or special rights, privileges or conditions, and with a special or without any right to vote, but so that the special rights or privileges belonging to the holders of any shares that may be issued with preferred or other special rights shall not be varied, abrogated or affected except with such sanction as is provided by the Articles of Association of the Company for the time being.

Notes on Share Capital:

1. The original share capital of the Company was £2,000 divided into 2,000 shares of £1 each.
2. On 15th February 1991 the capital was increased to £84,630,700 Ordinary Shares of £1 each.

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

Articles of Association

OF

British-American Tobacco (Holdings) Limited

REGISTERED NUMBER: 262254

(adopted by Special Resolution dated 11th December 1992)

- 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.