

WRITTEN RESOLUTIONS OF
B.A.T FINANCIAL SERVICES LIMITED
REGISTERED NO: 1860680

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.

M F BROUGHTON
Duly authorised representative of
B.A.T Industries p.l.c.

11th December 1992

D P ALLVEY
Duly authorised representative of
Weston Investment Company Ltd

11th December 1992

