

363a

Please complete in typescript, or in bold black capitals.

Annual Return

CHFP055

| Com | pany Number _{[30159} | 16 |
|---|---|--|
| Compan | y Name in full Louis | ville Securities Limited |
| | L | <u> </u> |
| Date of this return | Day | / Month Year |
| The information in this retu | rn is made up to 2 | 8 0 2 2 0 0 1 |
| Date of next returning of this return please show Companies House will the at the appropriate time. | ext return nniversary the date here. Da | y Month Year |
| Registered Office | i G10 | be House |
| Show here the address a this return. | t the date of | Temple Place |
| Any change of registered office | Post town Lor | ndon |
| must be notified on form 287. | County / Region | |
| <i>on 161111</i> 2011 | UK Postcode WC2 | 2R 2PG |
| Principal business | activities | |
| Show trade classification for the principal activity o | | 7 <u>4</u> 15 |
| If the code number cann- give a brief description o | • | anagement activities holding comps |
| WASSELSZDO* | Re Co | nen you have completed and signed the form please send it to the egistrar of Companies at: ompanies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff companies registered in England and Wales or |

COMPANIES HOUSE Form revised September 1999 0078

30/03/01

DX 235 Edinburgh

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

| Register of members | L R | Registered Office |
|---|---------------------------|---|
| If the register of members is no registered office, state here wh | | |
| | Post town | |
| c | ounty / Region | UK Postcode |
| | | |
| Register of Debenture I | nolders | |
| If there is a register of debentor a duplicate of any such reg of it, which is not kept at the re | ister or part gistered | Registered Office |
| office, state here where it is ke | epւ. ∟ Post town լ | |
| C | L County / Region | UK Postcode |
| Company type | _ | |
| Public limited company | | |
| Private company limited by shar | es | |
| Private company limited by guarantee without share capital | | |
| Private company limited by shares exempt under section 30 | | Please tick the appropriate box |
| Private company limited by gua exempt under section 30 | rantee | |
| Private unlimited company with | share capital | |
| Private unlimited company with | out share capital | |
| Company Secretary | | Details of a new company secretary must be notified on form 288a. |
| (Please photocopy this area to provide details of joint secretaries). | * Style / Title | Miss |
| secretaries). | Forename(s) | Aileen Elizabeth |
| * Voluntary details. | Surname | McDonald |
| If a partnership give the names and | | |
| addresses of the partners or the name Address of the partnership | | 75 Hazlebury Road |
| and office address. | | |
| Usual residential address must be | Post town | LONDON |
| given. In the case of a corporation or a | County / Region | UK Postcode SW6 2NA |
| Scottish firm, give the registered or principal office address. | Country | England |

Directors

Details of new directors must be notified on form 288a.

Please list directors in alphabetical order. Name * Style / Title Mr Day Month Year **Directors** In the case of a director that 0 | 3 1 | 2 |9 |5 |3 Date of birth is a corporation or a Scottish firm, the name is the corpo -Forename(s) <u>Paul Nicholas</u> rate or firm name. Surname Adams

Usual residential address must be given. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address

16 The Hydons Salt Lane Hydestile

Post town Godalming

Surrey

UK Postcode | GU8 4DD

Country | England

Business occupation | Tobacco Manufacturer

County / Region

Nationality

British

* Voluntary details.

| Name | * Style / Title | <u>Mr</u> |
|--|---------------------------|--|
| Directors In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name. | Date of birth Forename(s) | Day Month Year 2 6 0 9 1 9 5 0 Nicholas George |
| | Surname | Brookes |
| Addre | 5 S | 3116 Arden Road |
| Usual residential address must be given. In the case of a corporation or a | Post town County / Region | Louisville UK Postcode 40222 |
| Scottish firm, give the registered or principal office address. | Country | United States of America Nationality British |
| Bu | isiness occupation | Solicitor |

shares issued Nominal Value Enter details of all the shares in issue (e.g. Ordinary/Preference) at the date of this return. (i.e Number of shares issued multiplied by nominal value per share, or total amount of stock) Ordinary Shares £1.00 1 £1.00 Totals List of past and present shareholders (Use attached schedule where appropriate) There were no changes in the period A full list is required if one was not included with either of the last two returns. in another format on paper A list of changes is enclosed A full list of shareholders is enclosed Certificate I certify that the information given in this return is true to the best of my knowledge and belief. **Date** 27 MAR 2001 Signed † a director /secretary † Please delete as appropriate. When you have signed the return send it 5 continuation sheets. This return includes with the fee to the Registrar of Companies. Cheques should be made payable to (enter number) Companies House. | Mrs S M Gormley, Company Secretarial Department.Globe House,4 Please give the name, address, telephone number, and if available, Temple Place, LONDON WC2R 2PG a DX number and Exchange, for the person Companies House 0207 845 1000 should contact if there is any query.

DX number |

Class

Number of

Aggregate

Issued share capital

DX exchange

| ח | ire | ectors | (Continued) | |
|---|-----|--------|----------------|--|
| _ | | JULUI. | s (Containaca) | |

| Directors (Continued) Please list directors in alphabetical order. | | Details of new directors must | be notified o | n form 288a. |
|---|---|--|--------------------------|---------------------------------------|
| Name | | Mr | | |
| Directors In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name. | • | Day Month Year 1 5 0 4 1 9 4 7 Martin Faulkner Broughton | | |
| Addres | s I | Rosemary House | | · · · · · · · · · · · · · · · · · · · |
| Usual residential address must be given. In the case of a corporation or a Scottish firm, give the registered or principal office address. Bus | Post town County / Region Country siness occupation | Woodhurst Park OXTED Surrey Chartered Accountant | UK Postcode Nationality | RH8 9HA British |
| * Voluntary details. | | | | |
| Name | * Style / Title | Mr | | |
| Directors In the case of a director that is a corporation or a Scottish firm, the name is the corpo-rate or firm name. | Date of birth Forename(s) | Day Month Year 1 6 1 2 1 9 4 7 Keith Silvester | | |
| | Surname | Dunt | | |
| Addre | ess | Mulberries | | |
| Usual residential address must be given. In the case of a | Post town | 55a Chilbolton Avenue Winchester | | |

corporation or a Scottish firm, give the registered or principal office address.

County / Region

Country

Business occupation | Tobacco Manufacturer

Hampshire

UK Postcode | S022 5HJ

Nationality | British

| D | ire | ctors | (Continued) | Ì |
|---|-----|-------|-------------|---|
| | | | | |

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a.

| Name | * Style / Title | Mr | | |
|---|------------------|--|------------------|-------------|
| Directors In the case of a director that is a corporation or a | Date of birth | Day Month Year 0 6 1 2 1 9 4 3 | | |
| Scottish firm, the name is the corpo - rate or firm name. | Forename(s) | Charles Richard | | |
| tato of minimumo. | Surname | Green | | |
| | | L | | |
| Address | ; | 17 Montpelier Place | | · |
| Usual residential address must be | | } | | |
| given. In the case of a corporation or a | Post town | London | | |
| Scottish firm, give the registered or principal | County / Region | L | UK Postcode | SW7 1HJ |
| office address. | Country | L | Nationality | American |
| Busi | iness occupation | Tobacco Manufacturer | | |
| | | | | |
| | | | | . • |
| * Voluntary details. | | | | |
| Name | * Style / Title | Mr | | |
| Directors In the case of a director that is a corporation or a | Date of birth | Day Month Year 2 1 0 1 1 9 4 2 | 2 | |
| Scottish firm, the name is the corpo - rate or firm name. | Forename(s) | Ulrich Georg Volker | | |
| | Surname | Herter | | |
| | | | | |
| Addres | SS | 97 Abingdon Road | | |
| Usual residential | | | | |
| address must be given. In the case of a | Post town | London | | |
| corporation or a Scottish firm, give the | County / Region | n | UK Postcode | e M8 edn |
| registered or principal office address. | Countr | у [| Nationality - | German |
| Bus | siness occupatio | n Economist | | |

| Directors | (Continued) |
|-----------|-------------|
|-----------|-------------|

Details of new directors must be notified on form 288a.

Please list directors in alphabetical order.

| Name | * Style / Title [| Or. | | |
|--|-------------------|---------------------------------|---------------|----------|
| Directors In the case of a director that s a corporation or a Scottish firm, the | Date of birth | Day Month Year 0 4 1 1 1 9 4 9 | | • |
| Scottish firm, the name is the corpo - rate or firm name. | Forename(s) | John Nolan | | |
| | Surname | Jewell | | |
| | L | | | |
| Address | L | Gayton Manor | | |
| Usual residential address must be | } | Crossfield Place | | |
| given, In the case of a corporation or a | Post town | Weybridge | | |
| Scottish firm, give the registered or principal | County / Region | Surrey | UK Postcode լ | KT13 ORG |
| office address. | Country [| | Nationality [| American |
| Busi | iness occupation | Tobacco Manufacturer | | |
| | • | | Lamphor | • |
| | | | | |
| * Voluntary details. | | | | |
| Name | * Style / Title | Mr | | |
| Directors In the case of a director that | | Day Month Year | | |
| is a corporation or a Scottish firm, the | Date of birth | 2 3 1 0 1 9 5 0 | • | |
| name is the corpo - rate or firm name. | Forename(s) | Michael Charles Terrell | | |
| | Surname | Prideaux | | |
| | | L | | |
| Addres | ss | Selehurst | | |
| Usual residential | | Brighton Road [Lower Beeding | | , |
| address must be | Post town | Nr. Horsham | | |
| given. In the case of a corporation or a Scottish firm, give the | County / Region | West Sussex | UK Postcode | RH13 6PR |
| registered or principal office address. | Country | Lucae anagen | Nationality | British |
| Rus | siness occupation | I Dublic Delletin | • | ./ |
| . 24 | | Public Relations | | |

| Directors | (Continued) |
|-----------|-------------|
|-----------|-------------|

Details of new directors must be notified on form 288a.

Please list directors in alphabetical order.

| Na | ame | * Style / Title | Ms | |
|---|----------|------------------|--|----------------------|
| Directors In the case of a director that is a corporation or a | | Date of birth | Day Month Year 2 9 0 4 1 9 5 0 | |
| Scottish firm, the name is the corpo - | | Forename(s) | Tessa Rae | |
| rate or firm name. | | Surname | Raeburn | |
| | | | | |
| A | ddress | | Normanstead House | |
| Usual residentia address must be | | | Normanstead | |
| given. In the case of a | | Post town | Henley-on-Thames | |
| Scottish firm, give the registered or principal | Э | County / Region | OXON | UK Postcode RG9 1SW |
| office address. | | Country | England | Nationality British |
| В | | ness occupation | Human Resources Director | |
| | | | | |
| * Voluntary details. | | | | |
| - | Name | * Style / Title | Mr. | |
| Directors In th | | · | Day Month Year | |
| case of a director that is a corporation or Scottish firm, the | at a | Date of birth | | _ |
| name is the corpo rate or firm name. | - | Forename(s) | | |
| | | Surname | Rembiszewski# | |
| | | | <u> </u> | |
| | Addres | S | L | |
| Usual resident address must given. In the case | be | Post tow | n | |
| corporation or Scottish firm, give | a the | County / Regio | n | UK Postcode NW3 |
| registered or princi office address. | pal | Countr | у [| Nationality German |
| | Bus | siness occupatio | Tobacco Manufacturer | |
| | | | | |

| ם | irectors | (Continued) |
|---|----------|-------------|
| _ | 110000 | (Ochianaca) |

Details of new directors must be notified on form 288a.

Please list directors in alphabetical order.

| Name | * Style / Title | Mr | | |
|---|---------------------------|--|---------------|---------------------------------------|
| Directors In the case of a director that is a corporation or a Scottish firm, the | Date of birth | Day Month Year 0 6 0 9 1 9 5 6 | | |
| name is the corpo - rate or firm name. | Forename(s) | Neil Robert | | |
| | Surname | Withington | | |
| Address | | Park House | | . |
| Usual residential | | 71 Cottenham Park Road Wimbledon | | |
| address must be given. In the case of a corporation or a | Post town | London | | |
| Scottish firm, give the registered or principal | County / Region | | UK Postcode | SW20 ODR · |
| office address. | Country | England | Nationality | British |
| Busi | ness occupation | Barrister | | |
| * Voluntary details. | | | 1 | |
| Name | * Style / Title | L | _ | |
| Directors In the case of a director that is a corporation or a | 5 / 51111 | Day Month Year | | |
| Scottish firm, the name is the corpo - | Date of birth | | _ | • |
| rate or firm name. | Forename(s) | <u></u> | | · · · · · · · · · · · · · · · · · · · |
| | Surname | | | |
| | | | | |
| Addres | S | | | |
| Usual residential address must be given. In the case of a corporation or a | Post town County / Region | | UK Postcod | е і |
| Scottish firm, give the registered or principal office address. | Country | | – Nationality | L |
| Bus | siness occupation | , r | - | |

List of past and present shareholders Schedule to form 363a

Changes to shareholders particulars or details of the amount of stock

CHFP055

UK Postcode

Company Number | 3015916

Company Name in full Louisville Securities Limited

| | | or shares transferred must be | e completed each year | |
|---|---|--|---|--|
| | > | You must provide a "full list" | of all the company sharehold | ers on: |
| | | The compa incorporation | ny's first annual return follow on; | ing |
| | | Every third provided | annual return after a full list l | nas been |
| : | > | List the company shareholde | ers in alphabetical order or pr | oviđe an index |
| | > | List joint shareholders conse | | |
| | | | | l. two of a world |
| | | Class and | Shares or amount of stoo (if approprie | |
| Shareholders' details | | number of shares or amount of stock held | Class and number of shares or amount of stock transferred | Date of registration of transfer |
| Name British-American Tobacco (Holdings) Limited | | Ordinary Shares | | |
| Address Globe House, 4 Temple Place, London, England. | | | | |
| UK Postcode WC2R 2PG | | | | |
| Address UK Postcode Name | | | | |
| Address | | - | | |
| 1 | | | | |

| | | | , 11; 1 | | TOTAL % |
|-----------------------------|--|-------------------|-----------------------------------|-----------------------|--------------------------|
| COUNTRY | COMPANY NAME | CLASS OF SHARE | Louisvine Direct % Interest | SUBSIDIARY % Interest | Interest Attributable to |
| BELGIUM | Brown & Williamson (Europe) S.A. | Ordinary | | 100 | Louisvine 100 |
| GERMANY | Brown & Williamson Overseas (Europe) GmbH | Ordinary | | 100 | 100 |
| GUAM | B & W Foreign Sales Corporation | Common | | 100 | 100 |
| HONG KONG | Brown & Williamson (Asia) Limited | Ordinary | | 100 | 100 |
| KOREA | British American Tobacco Korea Limited` | Common | | 100 | 100 |
| SINGAPORE | Brown & Williamson (S.E. Asia) Pte Limited | Ordinary | | 100 | 100 |
| UNITED STATES OF | BWT Direct LLC | Common | | 100 | 100 |
| AMERICA UNITED STATES OF | BWT Brands Inc | Common | | 100 | 100 |
| AMERICA UNITED STATES OF | BAT Japan Inc | Common | | 100 | 100 |
| AMERICA UNITED STATES OF | BATIC, Inc | Common | | 100 | 100 |
| UNITED STATES OF | BATUS Holdings Inc. | Common | 100 | 00, | 100 |
| UNITED STATES OF | BATUS Inc. | Common | | 100 | 100 |
| UNITED STATES OF AMERICA | BATUS Retail Services, Inc. | Common | | 100 | 001 |
| | | | | | |

| | | | * LL: 1 | | TOTAL % |
|-----------------------------|--|----------|------------------------|------------|-------------------------------|
| COUNTRY | COMPANY NAME | CLASS OF | Louisville Direct % | SUBSIDIARY | Interest |
| | | SHARE | Interest | % Interest | Attributable to Louisville |
| UNITED STATES OF | BATUS Services Inc. | Common | | 100 | 100 |
| AMERICA UNITED STATES OF | BATUS Tobacco Services Inc. | Common | | 100 | 100 |
| AMERICA UNITED STATES OF | British American Tobacco (Brands), Inc. | Common | | 100 | 100 |
| AMERICA UNITED STATES OF | Brown & Williamson (Japan) Inc. | Common | | 100 | 100 |
| AMERICA UNITED STATES OF | Brown & Williamson (Overseas) Limited | Common | | 100 | 100 |
| AMERICA UNITED STATES OF | Brown & Williamson Industries Incorporated | Common | | 100 | 100 |
| AMERICA UNITED STATES OF | Brown & Williamson Tobacco Corporation | Common | | 100 | 100 |
| AMERICA UNITED STATES OF | Diversified International Products, Inc. | Common | | 100 | 100 |
| AMERICA | | | | | |

28 February 2001