



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4322737

The Registrar of Companies for England and Wales hereby certifies that

GALLAHER BENELUX

having changed its name, is now incorporated under the name of

AGNA 2

Given at Companies House on **21st September 2009**



C04322737K



Companies House
— the body that registers companies —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

COMPANY NO. 04322737

GALLAHER BENELUX
(the *Company*)

MEMBERS' WRITTEN RESOLUTIONS



A/C

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the *Act*) **WE**, the members of the Company who at the date of these resolutions would be entitled to attend and vote at a general meeting of the Company, **CONFIRM** and **AGREE** that the following resolutions shall have effect as if passed at a general meeting of the Company duly convened and held. The resolutions shall each be passed as a special resolution (the *Resolutions*). Accordingly **WE RESOLVE**:

SPECIAL RESOLUTIONS

THAT

1. The name of the Company be changed to Agna 2 (the *Change of Name*)
2. Subject to the passing of resolution (1) above, the amended memorandum of association of the Company attached to this written resolution be adopted as the new memorandum of association of the Company.
3. Subject to the passing of resolution (1) above, the amended articles of association of the Company attached to this written resolution be adopted as the new articles of association of the Company.

AGREEMENT

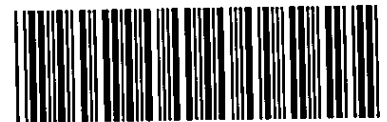
Please read the notes at the end of this document before signifying your agreement to the Resolutions.

The undersigned, a person entitled to vote on the Resolutions on 18 September 2009 (the *Circulation Date*), hereby irrevocably agrees to the Resolutions:


For and on behalf of
GALLAHER AUSTRIA LIMITED


For and on behalf of
GALLAHER LUXEMBOURG

MONDAY



LD1

COMPANIES HOUSE

Date: 18/09/2009

Date: 18/09/2009

NOTES

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by hand or by post to: The Company Secretary, Gallaher Benelux, Members Hill, Brooklands Road, Weybridge, Surrey, KT13 0QU.
2. If you do not agree to the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
4. Unless, by 28 days following the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or on this date.