

COMPANY NO. 04322737

GALLAHER BENELUX  
(the *Company*)

MEMBERS' WRITTEN RESOLUTIONS

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions be passed as special resolutions (the *Resolutions*):

SPECIAL RESOLUTIONS

THAT

1. The issued share capital of the Company be reduced by cancelling and extinguishing 1,111,619,725 of its existing issued and paid up ordinary shares of €0.50 each resulting in the issued share capital of the Company being reduced from €555,809,863.50 divided into 1,111,619,727 ordinary shares of €0.50 each to €1 divided into 2 ordinary shares of €0.50 each the consideration for which is as per the members' ordinary resolution dated the same date as this Resolution (the *Reduction of Capital*).

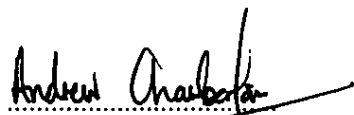
2. Subject to the passing of resolution (1) above, the amended articles of association of the Company marked "A" and attached to this written resolution be adopted as the new articles of association of the Company with effect from the completion of the Reduction of Capital.

3. The directors of the Company be and are hereby authorised on behalf of the Company to sign and/or despatch any documents or notices and to do all other acts or things as may be necessary to give effect to the Reduction of Capital or which might otherwise be desirable in connection therewith.

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 7/8/09 2009 (the *Circulation Date*), hereby irrevocably agrees to the Resolutions:



For and on behalf of  
GALLAHER AUSTRIA LIMITED



For and on behalf of  
GALLAHER AUSTRIA LIMITED as  
attorney for TEOFANI LIMITED under a  
power of attorney dated 24 April 2009

Date: 7/8/09

Date: 7/8/09



## **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 resolution, 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, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or on this date.

COMPANIES ACTS 1985 TO 2006

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UNLIMITED COMPANY HAVING A SHARE CAPITAL

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ARTICLES OF ASSOCIATION

of

GALLAHER BENELUX

(adopted by special resolution passed on 6 August 2009)

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1. The Company is an unlimited company having a share capital and the regulations in Table E of the Companies (Table A to F) Regulations 1985 as amended shall apply.
2. Regulations 3, 32, 34 and 35 of Table A shall not apply to the Company, but the articles hereinafter contained and, subject to the modification hereinafter expressed, the remaining regulations of Table A shall constitute the articles of association of the Company.
3. The words "at least seven clear days' notice" shall be substituted for the words "at least fourteen clear days' notice" in Regulation 38 of Table A.
4. Without prejudice to the first sentence of Regulation 88 of Table A, a person entitled to be present at a meeting of the directors or of a committee of the directors shall be deemed to be present for all purposes if he is able (directly or by telephonic communication) to speak to and be heard by all those present or deemed to be present simultaneously. A director so deemed to be present shall be entitled to vote and be counted in a quorum accordingly. Such a meeting shall be deemed to take place where it is convened to be held or (if no director is present in that place) where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting is present. The word *meeting* in these articles shall be construed accordingly.
5. The authorised share capital of the Company is €1 divided into 2 shares of €0.50 each.
6. The Company may by special resolution:
  - (a) increase the share capital by such sum to be divided into shares of such amount as the resolution may prescribe;
  - (b) consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares;

- (c) subdivide its shares, or any of them, into shares of a smaller amount than its existing shares;
- (d) cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person; and
- (e) reduce its share capital and any share premium account in any way.