

Company Number: 4415137

**THE COMPANIES ACT 1985
THE COMPANIES ACT 1989**

COMPANY LIMITED BY SHARES

**ELECTIVE RESOLUTION
OF
IMPERIAL TOBACCO PENSION TRUSTEES (SLOANE STREET) LIMITED**

Passed 30 September 2003

At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held on the 30th day of September 2003 at Cigar Division, Winterstoke Road, Bristol the following Resolution was passed as an ELECTIVE RESOLUTION:

ELECTIVE RESOLUTION

THAT pursuant to Section 379A of the Companies Act 1985 (as amended by the Companies Act 1989) (the "Act") the company shall henceforth unless and until this Resolution shall be revoked:

- (a) apply the provisions of Section 80A of the Act instead of the provisions of Section 80(4) and (5) of the Act, in relation to the giving or renewal, after the passing of this resolution, of any authority under that section;
- (b) dispense with the laying of accounts and reports before the company in general meeting for the purpose of Section 252 of the Act;
- (c) dispense with the holding of annual general meetings for the purpose of Section 366A of the Act; and
- (d) dispense with the obligation to appoint auditors annually for the purpose of Section 386 of the Act, whenever applicable.

Certified a true copy


Company Secretary

