

AGREGA LIMITED

("the Company")

(Company Number: 6201935)

WEDNESDAY



LD1

L5LD9V3F
07/12/2016
COMPANIES HOUSE

#46

WRITTEN RESOLUTIONS OF THE SOLE MEMBER OF THE COMPANY PURSUANT TO SECTION 288 OF THE COMPANIES ACT 2006

The Directors of the Company propose that the following resolutions be passed by the Company

As an ORDINARY RESOLUTION

THAT each of the 500,000 (five hundred thousand) Ordinary-B shares of £1 00 each in the capital of the Company be and is hereby redesignated as an Ordinary-A share of £1 00 in the capital of the Company having the same rights and being subject to the same restrictions set out in the Articles of Association adopted in December 2013

Such redesignation is to take effect on the day on which the copy of this resolution is registered by the Registrar of Companies at Companies House in accordance with section 636 of the Companies Act 2006

SPECIAL RESOLUTION

THAT the share capital of the Company be reduced (the "Reduction of Capital") by

- (a) the reduction of the share capital from 100,000,000 Ordinary-A shares of £1 00 each to one (1) Ordinary share of £1 00, by cancelling and extinguishing 99,999,999 Ordinary-A shares of £1 00 each, and
- (b) by the proceeds of the Reduction of Capital being credited to the Company's Profit and Loss Account

Such reduction is to take effect on the day on which the copy of this resolution (and the documents which must accompany it under section 644(1) of the Companies Act 2006) is registered by the Registrar of Companies at Companies House in accordance with section 644(3) of the Companies Act 2006

Members of the Company who are eligible members because they are entitled to vote on the resolutions on the circulation date (that is, the first date on which copies of the resolutions are sent to members, being 24th November 2016) should sign and date below to signify their agreement to the resolutions

These resolutions are conditional upon them being passed by the requisite majority by the end of the period of 15 days beginning with the circulation date, otherwise they will lapse

Agreed
Signed 
For and on behalf of
BRITISH-AMERICAN TOBACCO (HOLDINGS) LIMITED

Date 24 November 2016