

FIN65125

Oyez

CHFP041

This form must be completed for all 'Place of Business' registrations. (See note below for re-registration from a 'Branch')

This form should be completed in black.

Previous branch number
(if applicable)

Company name

Country of incorporation

Address of place of business in
Great Britain

Return and declaration delivered for registration of a place of business of an overseas company

(Pursuant to section 691 of the Companies Act 1985)



A18 27/07/2009 294
COMPANIES HOUSE
A17 17/07/2009 303
COMPANIES HOUSE

691
Paid £20

For official use only	F1029135
GALLAHER INVESTMENT FINANCE	
JERSEY	

MEMBERS HILL,
BROOKLANDS ROAD
Post town WEYBRIDGE
County / Region KENT
Postcode KT13 0QU

Either

Constitution of the company

(See notes 1 and 2)

(A certified English translation must be included)

*Delete as applicable

#Mark appropriate box(es)

The company must deliver certified copies of its constitutional documents (with certified translations), and the particulars of the company's directors and secretary. However, if the company is closing a branch registration and effecting a place of business registration, it may rely on the documents or the particulars of the directors and secretary previously filed in that part of Great Britain, provided any relevant alterations to those documents have been updated on the register.

A certified copy of the	
# <input checked="" type="checkbox"/>	Instrument(s) constituting or defining the constitution of the company; and
<input type="checkbox"/>	A certified translation
*is / are delivered for registration	

OR

The	
# <input type="checkbox"/>	The constitutional documents (and a certified translation*)
*and / or	
<input type="checkbox"/>	Particulars of the current directors and secretary(ies)
were previously delivered in respect of a branch of the company registered at this registry	
Branch	

Directors (See notes 3, 4 and 5)

Name

*Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation, give the registered or principal office address

☐

(See note 5)

Date of birth

Business occupation (if any). If none other directorships.

CD MR

JAMES ALAN

BOXFORD

AD 45 EWHURST AVENUE

Post town SANDERSTEAD

County / Region SURREY

Postcode CR2 0DH Country UK

DO 1 9 0 4 1 9 7 4 Nationality NA BRITISH

OC ACCOUNTANT

OD

Name

*Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation, give the registered or principal office address

☐

(See note 5)

Date of birth

Business occupation (if any). If none other directorships.

CD MR

ANDREW

CHAMBERLAIN

AD 47 BROWNING ROAD

Post town FETCHAM

County / Region SURREY

Postcode KT22 9HN Country UK

DO 2 3 1 0 1 9 6 5 Nationality NA BRITISH

OC ACCOUNTANT

OD

*Voluntary details

Directors (See notes 3, 4 and 5)

Name

*Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation, give the registered or principal office address

(See note 5)

Date of birth

Business occupation (if any). If none other directorships.

CD MR

BRIAN VICTOR

MURPHY

AD 8 PARK ROAD

Post town TWICKENHAM

County / Region MIDDLESEX

Postcode TW1 2PX Country UK

DO 0 1 1 0 1 9 6 2 Nationality NA BRITISH

OC COMPANY DIRECTOR

OD

Name

*Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation, give the registered or principal office address

(See note 5)

Date of birth

Business occupation (if any). If none other directorships.

CD MR

LORENZO

PILLININI

AD 15 DUCHESS COURT

APEX CLOSE

Post town WEYBRIDGE

County / Region SURREY

Postcode KT13 9HN Country UK

DO 2 5 0 3 1 9 6 1 Nationality NA ITALIAN

OC COMPANY DIRECTOR

OD

*Voluntary details

Directors (See notes 3, 4 and 5)

Name

*Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation, give the registered or principal office address

☐

Date of birth

Business occupation (if any). If none other directorships.

(See note 5)

CD MR

EDDY JACQUES LOUIS

PIRARD

AD HEATH RIDGE,

MOLES HILL, OXSHOTT

Post town LEATHERHEAD

County / Region SURREY

Postcode KT22 0QB Country UK

DO 1 1 0 5 1 9 6 2 Nationality NA BELGIAN

OC COMPANY DIRECTOR

OD

Name

*Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation, give the registered or principal office address

☐

Date of birth

Business occupation (if any). If none other directorships.

(See note 5)

CD

AD

Post town

County / Region

Postcode Country

DO Nationality NA

OC

OD

*Voluntary details

Company Secretary(ies)

(See notes 4 and 6)

Name

*Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address ††

☐

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation, give the registered or principal office address

CS	MR
BRIAN VICTOR	
MURPHY	
AD	8 PARK ROAD
Post town	TWICKENHAM
County / Region	MIDDLESEX
Postcode	TW1 2PX
Country	UK

Name

*Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address ††

☐

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation, give the registered or principal office address

CS	
AD	
Post town	
County / Region	
Postcode	
Country	

Person(s) authorised

List of some one or more persons resident in Great Britain authorised to accept on the company's behalf services of process and any notice required to be served on it.

*Style/Title

Forenames

Surname

Address

MR	
BRIAN VICTOR	
MURPHY	
8 PARK ROAD	
Post town	TWICKENHAM
County / Region	MIDDLESEX
Postcode	TW1 2PX

*Voluntary details

Person(s) authorised (continued)

List of some one or more persons resident in Great Britain authorised to accept on the company's behalf service of process and any notice required to be served on it.

*Style/Title

Forenames

Surname

Address

Post town _____	
County / Region _____	Postcode _____

*Style/Title

Forenames

Surname

Address

Post town _____	
County / Region _____	Postcode _____

*Style/Title

Forenames

Surname

Address

Post town _____	
County / Region _____	Postcode _____

*Style/Title

Forenames

Surname

Address

Post town _____	
County / Region _____	Postcode _____

*Voluntary details

Declaration (See note 8)

Full name and address

I ANDREW CHAMBERLAIN

of (address) 47 BROWNING ROAD

FEITCHAM, SURREY KT22 9HN

[†] delete as applicable

a [†] director/ [†] ~~secretary~~/ [†] ~~person authorised to accept on the company's behalf~~
~~service of process or any notices required to be served on it~~, do solemnly and
sincerely declare that the company established its place of business in Great
Britain on

Day Month Year

1	1	0	6	2	0	0	9
---	---	---	---	---	---	---	---

(enter date)

and I make this solemn declaration conscientiously believing the same to be true
and by virtue of the provisions of the Statutory Declarations Act 1835.

Signed

Andrew Chamberlain

Declared at 23 Creek Road, Eastmolesey,
Surrey KT8 9BE

on Day Month Year

1	5	0	7	2	0	0	9
---	---	---	---	---	---	---	---

before me

Pauline A. Rivers

Pauline A. Rivers
Solicitor

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor
having the powers conferred on a Commissioner for Oaths. (See note 8)

Number of continuation sheets attached

0

To whom should Companies House
direct any enquiries about the
information on this form?

GEMMA BUSBY, FRESHFIELDS BRUCKHAUS DERINGER,

65 FLEET STREET, LONDON

Postcode EC4Y 1HS

Telephone 0207 785 2850

Extension

Please ensure the form is fully
completed and then send it to
the Registrar of Companies at
(See note 9)

Companies House, Crown Way, Cardiff CF14 3UZ
for companies establishing a place of business in England and Wales
Companies House, 139 Fountainbridge, Edinburgh EH3 9FF
for companies establishing a place of business in Scotland

DX 235 Edinburgh
or LP - 4 Edinburgh 2

Notes

1 The copy of the instrument constituting or defining the constitution of the company must be certified in the place of incorporation of the company to be a true copy:-

(a) by an official of the Government to whose custody the original is committed; or

(b) by a notary public; or

(c) by an officer of the company on oath taken before:

(i) a person having authority in that place to administer an oath; or

(ii) any of the British officials mentioned in section 6 of the Commissioners for Oaths Act 1889.

2 The translation of the instrument must be certified to be a correct translation:-

(a) if the translation was made in the United Kingdom, by

(i) a notary public in any part of the United Kingdom;

(ii) a solicitor (if the translation was made in Scotland), a solicitor of the Supreme Court of Judicature of England and Wales (if it was made in England or Wales), or a solicitor of the Supreme Court of Judicature of Northern Ireland (if it was made in Northern Ireland); or

(iii) a person certified by a person mentioned above to be known to him to be competent to translate the document into English; or

(b) if the translation was made outside the United Kingdom, by

(i) a notary public;

(ii) a person authorised in the place where the translation was made to administer an oath;

(iii) any of the British officials mentioned in section 6 of the Commissioners for Oaths Act 1889;

(iv) a person certified by a person mentioned above to be known to him to be competent to translate the document into English.

3 'Director' includes any person who occupies the position of a director, by whatever name called.

4 Show for an individual the full forenames NOT INITIALS and surname together with any previous forenames or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forenames or surname except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

In the case of a peer, or an individual usually known by a British title, you may state the title instead of or in addition to the forenames and surname and you need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

5 In the case of an individual who has a business occupation, this occupation should be named. In the case of an individual who has no business occupation but who holds other directorships, particulars should be given of them.

6 Where all the partners in a firm are joint secretaries, only the firm name and its principal office need be given.

7 Use photocopies of the relevant section(s) of this form to provide details of additional directors, joint secretaries or persons authorised.

8 If made in a foreign country the declaration may be made before any British official mentioned in section 6 of the Commissioners for Oaths Act 1889 or, before any person having authority to administer an oath in that country.

9 If the company establishes a place of business in England and Wales AND in Scotland whether at the same time or not a separate form must be sent to each Registrar.

TO ALL TO WHOM THESE PRESENTS SHALL COME

I, the undersigned **PAUL JAMES MATTHAMS**, a Notary Public by lawful authority duly admitted and sworn, the same by virtue of a Faculty graciously granted unto me on the fourteenth day of May in the year of Our Lord Two Thousand and One, by our most Reverend Father in God, **GEORGE LEONARD**, Lord Archbishop of Canterbury, registered by the Clerk of the Crown in Chancery on the sixth day of June in the said year and by the Ecclesiastical Court of the Island of Jersey by Act dated the sixteenth day of July in the said year the said Notary Public residing and practising in the said Island of Jersey

DO HEREBY CERTIFY AND ATTEST that the documents annexed hereto are true and faithful copies of the original documents presented to me this day and year comprising:-

1. a one-page document being a Certificate of Incorporation on Change of Name of a Limited Company relating to the company previously incorporated in the Bailiwick of Guernsey and thereafter incorporated in this Island of Jersey with the registered number **103222** and the name **GALLAHER INVESTMENT FINANCE LIMITED** dated the 11th day of June 2009 and on that date entered on the Register of Companies incorporated in Jersey as a private company with the name **GALLAHER INVESTMENT FINANCE an UNLIMITED company** save that the original certificate bears an impression of the official seal of the Registrar of Companies of the said Island the said impression not being clearly visible on the copy document annexed hereto;
2. written resolutions of the said company signed by each of the members thereof and with each signature dated the 11th day of June 2009 concerning inter alia the conversion of all of the shares in the authorised share capital of the said company into unlimited shares and the amendment of the memorandum of association of the said company and the adoption of new articles of association of the said company;
3. further written resolutions of the said company signed by each of the members thereof and with each signature also dated the 11th day of June

2009 concerning inter alia a reduction in the share capital of the said company by virtue of a reduction in the share premium account of the said company

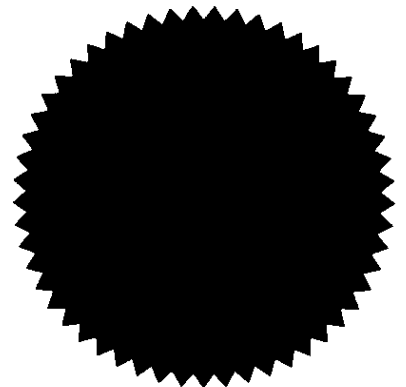
4. further written resolutions of the said company signed by each of the members thereof and with each signature dated the 24th day of June 2009 concerning inter alia a reduction and paying off of a portion of the share capital of the said company

IN FAITH AND TESTIMONY WHEREOF I the said Notary have hereunto subscribed my name and affixed my seal of office at Saint Helier in the Island of Jersey this 23rd day of July in the year of Our Lord Two Thousand and Nine



.....
PAUL JAMES MATTHAMS

Notary Public
47 Esplanade
St Helier
Jersey
JE1 0BD
Tel: +44 (0)1534 822225
Email: paul.matthams@careyolsen.com





Jersey Financial
Services Commission
Companies Registry

COMPANIES (JERSEY) LAW 1991

CERTIFICATE OF INCORPORATION

CHANGE OF NAME OF A LIMITED COMPANY

Registered Number 103222

I HEREBY CERTIFY THAT

GALLAHER INVESTMENT FINANCE LIMITED

a private company incorporated under the Companies (Jersey) Law 1991,
as amended, having changed its name by special resolution, has today
been entered on the Register of Companies incorporated in Jersey as a
private company having the name of

GALLAHER INVESTMENT FINANCE

an UNLIMITED company

dated this 11th day of June 2009

For and on behalf of the Registrar



DTRYFNC

GALLAHER INVESTMENT FINANCE LIMITED
(the "Company")

We, the undersigned, being all the members of the Company who, at the date when the following resolutions are deemed passed, would be entitled to vote on such resolutions if the same were proposed at a general meeting of the Company, pursuant to Article 95 of the Companies (Jersey) Law 1991 as amended (the "Law") and the Company's articles of association **HEREBY RESOLVE** that the following resolutions (the "**Resolutions**") be and are hereby approved as special resolutions or as a unanimous resolution (as appropriate) of the Company and in the order in which they appear, such Resolutions being deemed to be passed when this instrument is signed:

SPECIAL RESOLUTIONS

1. **THAT**, in accordance with Article 3D of the Law, the Company convert all of the shares in the authorised share capital of the Company (including all shares currently in issue) into unlimited shares and that, in connection with and for the purposes of giving effect to the same (or incidental to the same) and with effect from the date of the Resolutions:
 - (a) in respect of each of the issued ordinary shares of €25.00 each in the capital of the Company, each issued share be converted into one unlimited ordinary share of €25.00 each, each such share having the rights and being subject to the restrictions set out in the articles of association of the Company from time to time;
 - (b) the memorandum of association of the Company (the "**Memorandum**") be amended as follows:
 - (i) the heading be altered by deleting the words "Company Limited by Shares" and replacing them with the words "A par value unlimited Company with a share capital";
 - (ii) paragraph 5 of the Memorandum be deleted in its entirety be replaced with the following words:

"The liability of a member arising from the holding of a share in the Company is unlimited.";
 - (iii) paragraph 2 of the Memorandum be deleted in its entirety be replaced with the following words:

"The name of the Company is "Gallaher Investment Finance";
 - (iv) the words regarding the share capital of the Company as outlined in paragraph 4 of the Memorandum be deleted in its entirety and replaced with the following wording:



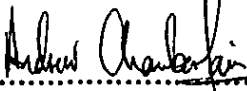
"The share capital of the Company is €265,803,725 divided into 10,632,149 ordinary shares of €25.00 each."; and

that a new Memorandum be filed in its place in the form attached these Resolutions;

2. **THAT** the name of the Company be changed to "Gallaher Investment Finance" with effect from the date of the Resolutions; and
3. **THAT** the current articles of association of the Company be deleted in their entirety and that the articles of association attached to these Resolutions be adopted in their place with effect from the date of the Resolutions.

UNANIMOUS RESOLUTION

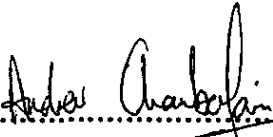
THAT for the purposes of Article 11(3) of the Law, all the members of the Company hereby consent to the Company becoming an unlimited company with share capital in accordance with the Resolutions set out above.



.....
for and on behalf of

Gallaher Investments Luxembourg Limited

Date 11 June 2009



.....
for and on behalf of

Gallaher Finance Luxembourg Limited

Date 11 June 2009



.....
For and on behalf of

Gallaher Luxembourg Limited

Date 11 June 2009

Note:

1. This resolution may be signed as one instrument or as several instruments in like form each signed by or on behalf of one or more members. Each instrument must be forwarded to the Secretary for filing with the minutes of meetings of the members of the Company.

COMPANIES (JERSEY) LAW 1991 (the "Law")

MEMORANDUM OF ASSOCIATION

OF

GALLAHER INVESTMENT FINANCE

(the "Company")

a par value unlimited company with a share capital

1. INTERPRETATION

Words and expressions contained in this Memorandum of Association have the same meanings as in the Law.

2. COMPANY NAME

The name of the Company is "Gallaher Investment Finance".

3. TYPE OF COMPANY

3.1 The Company is a private company.

3.2 The Company is a par value company.

4. NUMBER OF SHARES

The share capital of the Company is €265,803,725 divided into 10,632,149 ordinary shares of €25.00 each.

5. LIABILITY OF MEMBERS

The liability of a member arising from the holding of a share in the Company is unlimited.

ARTICLES OF INCORPORATION

OF

GALLAHER INVESTMENT FINANCE
(formerly Gallaher Investment Finance Limited, a Guernsey
incorporated company and also formerly Gallaher Investment
Finance S.à r.l., a Luxembourg incorporated company)

(incorporating amendments by Special Resolutions
of 19 August 2008; 17 September 2008; 21 November 2008; 17 April 2009; 11 May 2009 and 11
June 2009)

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1 Interpretation

1.1 In these articles –

"articles" means these articles of incorporation as altered from time to time.

"bankrupt" has the meaning ascribed to it in the Interpretation (Jersey) Law 1954.

"board" means the board of directors of the company, or the board of directors present at a meeting of the board at which a quorum is present, or present at a meeting of a committee of the board of directors.

"circulating resolution" has the meaning set out in article 20.7.

"clear days" in relation to the period of notice means that period excluding the day when notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

"date of forfeiture" has the meaning set out in article 8.3.

"extraordinary general meeting" has the meaning set out in article 22.1.

"member" means the registered holder of a share in the company as recorded in the register.

"person" includes an individual and a body corporate.

"register" means the register of members kept by the company as required by Article 41 of the Law.

"the Law" means the *Companies (Jersey) Law, 1991, as amended*.

"the company" means the company which prior to its continuance in Jersey was registered in Guernsey as Gallaher Investment Finance Limited on 31 July 2008 under registered number 49263 prior to which it was established in Luxembourg on 25 March 2005 under registration number B106778 as a limited liability company under the name of Gallaher Investment Finance S.à r.l. and which since its registration as a Jersey company was known as Gallaher Investment Finance Limited until it changed its status to a company with unlimited liability and a share capital of on 11 June 2009.

"the memorandum" means the memorandum of association of the company.

Unless the context otherwise requires, words or expressions contained in these articles bear the same meaning as in the Law.

1.2 In these articles:

- (a) words in the singular include words in the plural and vice versa, and
- (b) words imparting a gender include every other gender.

- 1.3 These articles must be read in conjunction with and subject to the provisions of the Law.
- 1.4 Headings and subheadings are included only for convenience and do not affect the meaning of these articles.
- 1.5 The provisions of the Companies (Standard Table) (Jersey) Order 1992 shall not apply to the Company and are excluded in their entirety.
- 1.6 References to enactments are to such enactments as from time to time modified, re-enacted or consolidated and shall include any enactments made in substitution for an enactment which is repealed and any Orders or Regulations made under those enactments.

2 Power of the board to issue shares

- 2.1 Subject to the provisions of the Law and the provisions of article 3, the board may, on such terms and conditions as it sees fit:
- (a) exercise the power of the company to issue shares or grant rights to subscribe for, or convert any security into shares,
 - (b) issue shares with preferred, deferred or any special rights or restrictions or shares of different classes, and the creation or issuance of any such shares or any additional shares ranking equally with an existing type or class of share is deemed not to vary the rights of any existing member,
 - (c) issue any number of shares they see fit,
 - (d) issue fractions of a share within the meaning of Article 40 of the Law,
 - (e) make arrangements on the issue of shares to distinguish between shareholders as to the amounts and times of payments of calls on their shares,
 - (f) pay dividends in proportion to the amount paid up on each share where a larger amount is paid up on some shares than on others, and
 - (g) pay commissions in such manner and in such amounts as the board may determine.

3 Share capital

- 3.1 The issued share capital of the company is €265,803,725 divided into 10,632,149 shares of €25.00 each. The liability in respect of the share capital of the company is unlimited. The company may not issue shares with limited liability.
- 3.2 Subject to approval by members representing at least 75% of the issued share capital of the company, the board may issue or grant rights to subscribe for shares in the company.
- 3.3 The members may by special resolution alter the company's share capital in accordance with Article 38 of the Law.

- 3.4 The company may, in accordance with Part 12 of the Law, alter its share capital accounts in any way.

4 Trusts not recognised

- 4.1 No person is to be recognised by the company as holding any share upon any trust (either express, implied or constructive) and the company is not obliged to recognise any interest in any share except an absolute right to the registered holder of that share.

5 Company's lien on shares

- 5.1 The company shall have a first and paramount lien on every share (not being a fully paid share) for all money (whether presently payable or not) called or payable at a fixed time in respect of that share, and the company shall have a first lien on all shares (other than fully paid shares) standing registered in the name of a single person for all money payable by him or his estate to the company. The company's lien on a share shall extend to all dividends payable thereon.
- 5.2 Subject to the provisions of the Law with respect to distributions, the board may at any time either generally or in any particular case waive any lien that has arisen or declare any share to be wholly or in part exempt from the provisions of article 5.1.

6 Enforcing lien by sale

- 6.1 The company may sell, in such manner as the board thinks fit, any share on which the company has a lien provided that a sum in respect of which the lien exists is presently payable and is not paid within fourteen clear days of notice being given to the member in accordance with article 6.2.
- 6.2 Before exercising any right of sale under a lien the company must:
- (a) serve on the member a notice in writing demanding payment of any outstanding amount due and payable on the share within 14 clear days of the date of the notice, and
 - (b) the notice must state that if the notice is not complied with the shares may be sold at the discretion of the board.
- 6.3 To give effect to any such sale the board may authorise some person to execute an instrument of transfer of the shares sold to or in accordance with the directions of the purchaser. The purchaser shall be registered as the holder of the shares comprised in any such transfer, and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
- 6.4 The net proceeds of the sale under article 6.3 shall be applied by the company in payment of such part of the amount in respect of which the lien exists as is presently payable, and the

residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of sale.

7 Calls on shares

7.1 Subject to the terms of issue of the shares:

- (a) the board may make calls upon the members in respect of any money unpaid on the shares held by the members and each member shall pay to the company as required by the notice the amount called upon his shares,
- (b) a call is only valid if the board gives the members at least 14 clear days notice specifying when and where payment is to be made,
- (c) at the absolute discretion of the board a call may be postponed in whole or in part, and
- (d) a member on whom a call is made shall remain liable for calls made upon him regardless of any subsequent transfer of his shares.

7.2 A call is deemed to have been made at the time when the resolution of the board authorising the call was passed.

7.3 The board may on an issue of shares differentiate between holders as to the amounts and times of payment of calls on their shares.

7.4 A share cannot be held jointly but must be held by only one person.

7.5 The company may charge interest on any amount that remains unpaid from the day the call became due and payable until such time as the call is paid. That interest may be fixed by the terms of the issue of the share but if no amount is fixed then it shall be 10% per annum. The company may also charge the person obliged to pay the call any costs or expenses that have been incurred by the company due to that non-payment. The board may, at their absolute discretion, waive payment of any interest or charges under this article 7.5.

7.6 The company may receive from any member in advance any amount uncalled and unpaid upon any shares held by that member and may, until the date on which the amount becomes payable pursuant to a call, pay interest on the amount at a rate agreed between the board and the member.

7.7 Where a call has not been paid within the time for payment, all rights and privileges attaching to that share, including the right to vote at any general meeting, are suspended until such time as the call and any interest and expenses (if any) are paid. The board may, in its absolute discretion, waive any suspension of rights under this article 7.7.

8 Forfeiture of shares

8.1 If a call remains unpaid after it has become due and payable the board may exercise their right to declare the share forfeit.

8.2 Before exercising any right of forfeiture the board must:

- (a) serve on the member a notice in writing (a "**forfeiture notice**") demanding payment of any outstanding amount due and payable on the share,
 - (b) the notice must name a date not less than 14 clear days after the date of the notice at which time the call must be paid,
 - (c) the notice must contain a statement that if the call is not paid by the date specified in forfeiture notice, the board may exercise a right to declare the share forfeit, and
 - (d) the notice must state the place where payment is to be made and the accepted payment methods.
- 8.3 If the member does not comply with the forfeiture notice the board may, by resolution, declare that the share is forfeit. That forfeiture shall include all dividends, distributions or other money payable in respect of the forfeited share (include any interest which may have accrued and any expenses which may have been incurred by the company in respect thereof). The forfeiture takes effect at the time of the declaration ("**the date of forfeiture**").
- 8.4 Subject to the requirements of the Law a forfeited share may be:
- (a) sold, re-allotted, or transferred to such person and on such terms and in such manner as the board may determine, or
 - (b) cancelled.
- 8.5 The holder of a share that has been forfeited ceases to be a member in respect of that share and the member's name is deemed to have been removed from the register on the date of forfeiture. The holder of the share remains liable to the company for any calls made or payable on such shares on the date of forfeiture and associated interest and expenses.
- 8.6 A declaration in writing by a director or the secretary that a share has been duly forfeited or surrendered on the date stated in the declaration shall be conclusive evidence of the facts therein against all persons claiming to be entitled to the shares and the declaration shall (subject to the execution of an instrument of transfer if necessary) constitute a good title to the share and the person to whom the share is disposed of shall not be bound to see the application of the consideration, if any, nor shall his title to the share be affected by any irregularity in, or invalidity of, the proceedings in reference to the forfeiture or disposal of the share.

9 Transfers and registration of shares

- 9.1 A transfer of shares shall be made in any form provided the instrument of transfer is in writing which the board may approve and shall be executed by or on behalf of the transferor and, unless the share is fully paid, by or on behalf of the transferee.
- 9.2 Every instrument of transfer shall be left at the registered office of the company, or such other place as the board may prescribe, with the certificate (if any) of every share to be transferred and such other evidence as the board may reasonably require to prove the title of the transferor or his right to transfer the shares.
- 9.3 Shares shall be freely transferable amongst the members.

9.4 Shares may not be transferred to persons who are not members unless members representing at least 75% of the issued share capital of the company have agreed thereto in a general meeting.

9.5 The person transferring the shares remains the holder of the shares until the transfer is registered and the name of the person to whom they are being transferred is entered in the register in respect of the shares.

10 Share certificates

10.1 If the board elects to issue share certificates, within 2 months after allotment or lodgement of transfer (or within such other period as the conditions of issue shall provide), every member shall be entitled to receive one certificate for all of his shares or, if the member so requests, several certificates each for one or more of his shares.

10.2 Every such certificate shall be signed in accordance with the common signature, shall specify the shares to which it relates, and the amount paid up thereon.

10.3 If a share certificate is defaced, lost or destroyed, it may be renewed on such terms (if any) as to evidence and indemnity and the payment of the expenses of the company in connection with the matter and generally upon such terms as the board shall think fit.

11 Transmission of shares

11.1 Where a member dies then the company will recognise only the personal representative of the deceased shareholder as being entitled to the deceased member's interest in the shares.

11.2 Where any person becoming entitled to a share in consequence of the death, bankruptcy or incapacity of a member the board shall not be obliged to register the transfer of the share to the person entitled to the shares until that person provides to the board such information as the board may reasonably require to establish that person's entitlement to the shares. The person so entitled may:

- (a) elect to be registered as the holder of the shares, or
- (b) subject to the Law and these articles, choose to transfer the shares to another person by giving a completed transfer form to the company.

12 Dividends and distributions

12.1 The company acting by its board shall have the ability to declare dividends or to pay any dividends and distributions in accordance with the provisions of Part 17 of the Law. Dividends and distributions may be paid as determined by the board. Dividends shall only be paid out of the distributable reserves or accumulated profit and loss account of the company notwithstanding Article 115 (7) of the Law.

- 12.2 Any dividends that the company has declared payment of which is conditional on this Article 12 becoming effective, shall become unconditional and payable.
- 12.3 Subject to the rights attaching to each share, the company is not liable to pay interest or any other penalty on any dividends or distributions paid by the company.
- 12.4 The board may deduct from any dividend or distribution any sum of money which may be due from that member as a result of any unpaid call on the share, or any other debt due and owing from the member to the company.
- 12.5 Any dividend or distribution which has remained unclaimed for 10 years from the date when it became due for payment shall, if the directors so resolve, be forfeited and cease to remain owing by the company.
- 12.6 The board may issue shares in lieu of dividends.

13 Appointment and removal of directors

- 13.1 The company shall have at least two directors and may have as many directors as the shareholders by ordinary resolution approve.
- 13.2 If for any reason whatsoever including death, resignation, removal or unavailability there is a vacancy, the board may appoint a person who is willing to act as a director and, in the opinion of the board is an appropriate person to be appointed as a director.
- 13.3 The office of a director shall be deemed vacant if:
- (a) he has been absent, without permission, from board meetings for more than 6 months,
 - (b) he becomes otherwise ineligible or incapable of continuing to act as a director for whatever reason,
 - (c) he becomes bankrupt or makes any arrangements or composition with his creditors generally,
 - (d) he is requested to resign in writing signed by all the other directors of the company (being not less than two in number), or
 - (e) the members by ordinary resolution declare that he shall cease to be a director.
- 13.4 A director (other than an alternate director) may appoint an alternate to exercise some or all of his powers as a director for a specified period. The appointment of an alternate director must be in writing and a copy of the appointment must be given to the company. The appointment may be terminated at any time by instrument in writing signed by the appointing director a copy of which must be given to the company. The company shall give the alternate director notice of board meetings if requested to do so by the appointing director. Where an alternate director exercises the appointing director's powers the exercise is as effective as if the powers were exercised by the director. An alternate director shall cease to be an alternate if the director who appointed him ceases to be a director.

14 Remuneration and expenses

- 14.1 The members shall by ordinary resolution specify the directors' (and where appointed the secretary's) remuneration.
- 14.2 Each director may be paid all expenses properly incurred in connection with the discharge of his duties as a director.
- 14.3 An alternate director is entitled to be paid any expenses properly incurred in connection with the discharge of his duties as an alternate director including any fees agreed to be paid. An alternate director is not entitled to be otherwise remunerated unless the members approve such remuneration by ordinary resolution.

15 Delegation of powers

- 15.1 The board may delegate to a committee consisting of one or more directors, any managing director, or any person holding an executive office of the company, such of their powers as the board considers appropriate and desirable to be exercised by such committee or officer. Any such delegation may be made on such conditions, revoked, altered, or otherwise varied as the board think fit.

16 Appointment of agent

- 16.1 The board may appoint any person (including any officer or employee of the company) to act as the agent of the company for such purpose and on such conditions as they determine, including the authority for the agent to execute documents on behalf of the company or delegate all or any of his powers.

17 Power of attorney

- 17.1 Subject to the Law, the board may from time to time (and at any time) by power of attorney appoint any person, firm, or body of persons, whether nominated directly or indirectly by the board, to be the attorney of the company for such purpose and with such of the board's powers, authorities and discretion and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection or convenience of persons dealing with any such attorney as the board may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretion vested in him.
- 17.2 A power of attorney given by the Company shall be valid if executed by any two directors or any one director and the secretary on behalf of the Company.

18 Secretary

18.1 The members may appoint a company secretary by ordinary resolution where the board has not so appointed a company secretary. For the avoidance of doubt, the members may appoint one of the directors as company secretary or appoint a person who is not a director as the company secretary.

18.2 The company secretary may be removed in accordance with article 13.3 as if the company secretary were a director.

19 Indemnity

19.1 The directors, secretary and other officers or employees of the company shall be indemnified out of the assets of the company to the fullest extent permitted by the Law from and against all actions, costs, charges, losses, damages and expenses which they or any of them may incur or sustain by reason of any contract entered into or any act done, concurred in or omitted, in or about the execution of their duty or supposed duty or in relation thereto.

19.2 An alternate director is entitled to be indemnified under this clause as if he were a director.

19.3 The directors may without the sanction of the company in general meeting authorise the purchase or maintenance by the company for any officer or former officer of the company of any insurance which is permitted by the Law in respect of any liability which would otherwise attach to such officer or former officer

20 Board meetings

20.1 The board shall meet when convened by any one director. Notice of the meeting shall be given to all directors in advance of the time set for such meeting. Notice shall specify the time and place in the United Kingdom of the meeting and the nature of the business to be transacted. No meeting may be held other than in the United Kingdom and directors shall be required to attend in person or by way of duly appointed alternate present in person. It shall not be permissible to attend meetings by way of telephone or video conference dial-in. Notice of a meeting may be given to each director by word of mouth, in writing, by electronic transmission or facsimile or by any other suitable means of communication. The meeting will be duly held without prior notice if all directors are present in person or by alternate present in person. No separate notice is required for meetings held at times and places (in the United Kingdom) specified in a resolution previously adopted by the board.

20.2 The directors may regulate their proceedings as they think fit and may determine amongst themselves any matter relating to the proceedings of board meetings including:

- (a) the number and frequency of meetings,
- (b) the quorum required for the holding of meetings,
- (c) the appointment and removal of a chairman of the board, and
- (d) the establishment of committees of the board consisting of such directors as the directors deem fit.

20.3 Unless the directors otherwise resolve under paragraph 20.2(b) to increase the quorum for a board meeting the quorum for a board meeting shall be two directors.

- 20.4 Where a director and his alternate director are present, the alternate director shall not be counted as part of any quorum nor shall he be entitled to vote.
- 20.5 Questions arising at any board meeting shall be decided by a majority of votes. Each director is entitled to cast a single vote. In the case of an equality of votes the chairman shall have a second or casting vote.
- 20.6 A committee appointed in accordance with article 20.1(d) may meet and adjourn as it thinks proper but no meeting of such a committee shall be held anywhere other than in the United Kingdom.
- 20.7 The board may pass a resolution without convening a board meeting if all directors entitled to vote on the resolution, whilst in the United Kingdom sign and date a document containing a statement that they are in favour of the resolution set out in the document (a "**circulating resolution**"). The circulating resolution may be executed by each director in counterpart whilst in the United Kingdom. The circulating resolution is passed when the last director entitled to vote signs the circulating resolution whilst in the United Kingdom.

21 Notice

- 21.1 All members are deemed to have agreed to accept communication from the company by electronic means unless the members notify the company otherwise. Notice under this article 21.1 must be in writing and signed by the member and delivered to the company's registered office or such other place as the board directs.
- 21.2 A member present, either in person or by proxy, at any meeting of the company or of the holders of any class of shares in the company is deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.
- 21.3 Every person who becomes entitled to a share shall be bound by any notice in respect of that share which, before his name is entered in the register or members, has been duly given to a person from which he derives his title.

22 Extraordinary general meetings

- 22.1 All general meetings save those called under Article 87 of the Law shall be called "extraordinary general meetings".

23 General Meetings

- 23.1 No business shall be transacted at any meeting unless a quorum is present in accordance with the Law and these articles.
- 23.2 If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting, if convened by or upon the requisition of members, shall be dissolved. If otherwise convened, it shall stand adjourned to the same day in the next week at the same time and place, or such day, time and place as the chairman may determine and, if at such adjourned meeting a quorum is not present within five minutes from the time appointed for the holding of the meeting, those members present in person or by proxy shall be a quorum.
- 23.3 Meetings may be held in the Island of Jersey or anywhere else.

24 Election and powers of chairman

- 24.1 The chairman of any general meeting shall be either:
- (a) the chairman of the board,
 - (b) in the absence of the chairman, or if the board has no chairman, then the board shall nominate one of their number to preside as chairman,
 - (c) if neither the chairman of the board nor the nominated director are present at the meeting then the directors present at the meeting shall elect one of their number to be the chairman,
 - (d) if only one director is present at the meeting then he shall be chairman of the general meeting, or
 - (e) if no directors are present at the meeting then the members present shall elect a chairman for the meeting by an ordinary resolution.
- 24.2 The chairman of the general meeting shall conduct the meeting in such a manner as he thinks fit and may adjourn the meeting from time to time from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. In addition the chairman may limit the time for members to speak.

25 Right of directors to speak

- 25.1 A director of the company shall be entitled to attend and speak at any general meeting and at any separate meeting of the holders of any class of shares in the company regardless of whether that director is a member of the company or of the relevant class of shares.

26 Voting and polls

- 26.1 A quorum of members shall be that number or members set out in section 213 of the Companies (Guernsey) Law, 2008.
- 26.2 Unless the board directs otherwise, the rights of a member to vote at a general meeting are suspended if that member has failed to pay any sum due and owing on his share whether that sum is due as a result of a failure to pay a call or otherwise.
- 26.3 Voting on any resolution proposed at a general meeting shall be done on the basis of a show of hands unless a poll is demanded. Where a member is participating in a general meeting under Article 86 of the Law, the chairman shall determine how that members' vote on a show of hands shall be counted.
- 26.4 A poll may be demanded in accordance with Article 97 and may be demanded by:
- (a) the chairman,
 - (b) at least five members having the right to vote on the resolution, or
 - (c) a member or members representing not less than 1/10th of the total voting rights of all members having the right to vote on the resolution.
- 26.5 Subject to the provisions of the Law a poll shall be taken as the chairman directs and he may:
- (a) appoint scrutineers (who need not be members),
 - (b) fix a time and place for the poll and for the declaration of the results of the poll provided that neither shall take place any later than 30 days following the general meeting, and
 - (c) if necessary adjourn the general meeting to enable a poll to be organised.
- 26.6 A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other questions shall be taken either immediately or at such day, time and place as the chairman directs, not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is withdrawn, the meeting shall continue as if the demand had not been made.
- 26.7 No notice need be given of a poll not taken immediately if the day, time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days notice shall be given specifying the day time and place at which the poll is to be taken

27 Proxies

- 27.1 An instrument appointing a proxy shall be in writing, executed by or on behalf of the member and shall be in the form approved by the board. The board may resolve to permit instruments appointing proxies to be received by facsimile or email.
- 27.2 An instrument appointing a proxy is only valid if it is:

- (a) sent to the company's registered office, or
- (b) sent by facsimile to the telephone number nominated by the board of the company if the board resolves to accept proxy appointments by facsimile, or
- (c) sent by email to the email address nominated by the company if the board resolves to accept proxy appointments by email.

27.3 If the board resolves under paragraph 27.2(b) or (c) to accept proxy appointments by facsimile or email then the notice of general meeting must contain the nominated facsimile number and email address.

28 Bodies corporate acting by representatives

28.1 Any body corporate which is a member of a company may appoint such other person as it thinks fit to act as its representative at any meeting of the company or of any class of members of the company and exercise the member's powers accordingly.

29 Omission or non-receipt of notice

29.1 The accidental failure to provide notice of a meeting, or to send any other document, to a person entitled to receive such notice or document shall not invalidate the proceedings at that meeting or call into question the validity of any actions, resolutions or decisions taken.

30 Common signature

30.1 The common signature of the company may be either:

- (a) "Gallaher Investment Finance" with the addition of the signature of any two directors or any one director and the secretary or, where two directors or a director and secretary are not legally required to sign any document, any one director duly authorised generally or specifically by the board for such purpose, or such other person or persons as the board may from time to time appoint, or
- (b) if the board resolves that the company shall have a common seal, the common seal of the company affixed in such manner as these articles may from time to time provide.

31 Seal

31.1 If the board elects to have a common seal, the board shall provide for the safe custody of the seal which shall only be used pursuant to a resolution passed at a meeting of the board and every instrument to which the seal is affixed shall be signed in accordance with part (a) of the common signature as set out in article 30.1.

32 **Financial Year**

- 32.1 The company's financial year commences on 17 April and ends on 16 April each year unless the board determines otherwise.

THIS PAGE ONLY CONTAINS
MINIMAL INFORMATION

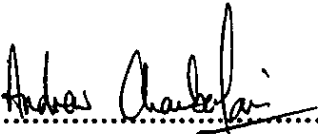
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MINIMAL INFORMATION

GALLAHER INVESTMENT FINANCE
(the "Company")

We, the undersigned, being all the members of the Company who, at the date when the following resolutions are deemed passed, would be entitled to vote on such resolutions if the same were proposed at a general meeting of the Company, pursuant to Article 95 of the Companies (Jersey) Law 1991, as amended (the "Law") and the Company's articles of association **HEREBY RESOLVE** that the following resolutions (the "**Resolutions**") be and are hereby approved as special resolutions of the Company and such Resolutions are deemed to be passed on the later of the date when this instrument is last signed or the date of the registration of the Company as an unlimited company:

SPECIAL RESOLUTIONS

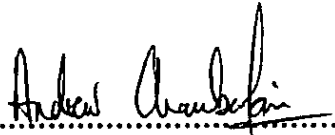
1. **THAT**, in accordance with Part 12 of the Law, the Company being an unlimited company with a share capital, hereby reduces its share capital with immediate effect by virtue of a reduction of its share premium account by €1,063,214,597 (the "**Reduced Amount**") equalling a reduction of €99.99 per share in respect of the paid up share premium on each share; and
2. **THAT**, an amount equal to the Reduced Amount (the "**Credited Amount**") be credited to the distributable reserves account (profit and loss account) with immediate effect and that the Credited Amount together with any existing amounts credited to the distributable reserve accounts be available for any purpose in accordance with the Law and the Company's articles of association including in respect of any distributions to members whether as dividends or otherwise.


.....

for and on behalf of

Gallaher Investments Luxembourg Limited


Date 11 June 2009


.....

for and on behalf of

Gallaher Finance Luxembourg Limited

Date 11 June 2009





For and on behalf of
Gallaher Luxembourg Limited

Date 11 June 2009

Note:

1. This resolution may be signed as one instrument or as several instruments in like form each signed by or on behalf of one or more members. Each instrument must be forwarded to the Secretary for filing with the minutes of meetings of the members of the Company.

GALLAHER INVESTMENT FINANCE

(the "Company")

WRITTEN RESOLUTIONS

We, the undersigned, being all the members of the Company who, at the date when the following resolutions are deemed passed, would be entitled to vote on such resolutions if the same were proposed at a general meeting of the Company, pursuant to Article 95 of the Companies (Jersey) Law 1991 (the "Law") **HEREBY RESOLVE** that the following resolutions be and are hereby approved as special resolutions of the Company, such resolutions being deemed to be passed when this instrument (or the last of several instruments) is last signed:

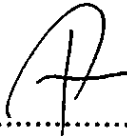
SPECIAL RESOLUTION

1. **THAT**, in accordance with Part 12 of the Law the Company being an unlimited company with a share capital, hereby reduces (the "**Reduction**") and pays-off (the "**Paying Off**" and, together with the Reduction, the "**Capital Reduction**") a portion of its share capital in a total of amount of €265,803,700 being €25.00 per share paid-off. The Capital Reduction shall be effective immediately;
2. The Reduction shall be effected by the cancellation of 10,632,148 ordinary shares and a reduction of the share capital account by €265,803,700;
3. The Paying Off shall be effected by the assignment of receivables pursuant to:
 - (i) an assignment agreement between the Company and Gallaher Investments Luxembourg to be dated on or about the date hereof;
 - (ii) an assignment agreement between the Company and Gallaher Finance Luxembourg to be dated on or about the date hereof;
 - (iii) an assignment agreement between the Company and Gallaher Luxembourg to be dated on or about the date hereof;
4. The Capital Reduction is conditional upon the surrender of the share certificates by the shareholders or any indemnity in lieu thereof in such form as the directors may approve; and
5. **THAT** the articles of association of the Company (the "**Articles**") be amended as follows:

the words regarding the share capital of the Company as outlined in the first sentence of Article 3.1 of the Articles be deleted in its entirety and replaced with the following wording:

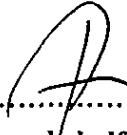
"The issued share capital of the company is €25.00 divided into 1 share of €25.00."

with effect from the date of the Resolutions.



.....
for and on behalf of
Gallaher Investments Luxembourg

Date June 24, 2009



.....
for and on behalf of
Gallaher Finance Luxembourg

Date June 24, 2009



.....
For and on behalf of
Gallaher Luxembourg

Date June 24, 2009

Note:

1. This resolution may be signed as one instrument or as several instruments in like form each signed by or on behalf of one or more members. Each instrument must be forwarded to the Secretary for filing with the minutes of meetings of the members of the Company.



FILE COPY

CERTIFICATE OF REGISTRATION

OF AN OVERSEA COMPANY

Establishment of a Place of Business

Company No. FC029135

The Registrar of Companies for England and Wales hereby certifies that

GALLAHER INVESTMENT FINANCE

has this day been registered under Section 691 of the Companies Act 1985 as
having established a place of business in England and Wales.

Given at Companies House on 29th July 2009.



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES