

THE COMPANIES ACT 2006
PUBLIC COMPANY LIMITED BY SHARES
IMPERIAL TOBACCO GROUP PLC ("the Company")

At the Annual General Meeting of the Company duly convened and held at The Bristol Marriott Hotel City Centre, 2 Lower Castle Street, Old Market, Bristol, BS1 3AD on 2 February 2011 the following Resolutions were passed as Ordinary and Special Resolutions

ORDINARY RESOLUTIONS

Resolution 15

THAT in accordance with section 366 of the Companies Act 2006, Imperial Tobacco Group PLC and its subsidiaries are hereby authorised, during the period commencing on the date of this resolution and ending at the conclusion of the Annual General Meeting of Imperial Tobacco Group PLC held in 2012 or, if earlier, the close of business on 31 March 2012, to:

- i. make political donations to political parties, political organisations other than political parties, or independent election candidates, as defined in sections 363 and 364 of the Companies Act 2006, not exceeding £100,000 in total; and
- ii. incur political expenditure, as defined in section 365 of the Companies Act 2006, not exceeding £100,000 in total.

Resolution 16

THAT the authority of the Directors or a duly authorised committee of the Directors to grant options over ordinary shares in the Company under the French appendix (Appendix 4) to the Imperial Tobacco Group International Sharesave Plan be and is hereby extended by a thirty eight month period as permitted under Rule 13 of Appendix 4, so that this authority will lapse on 2 April 2014, unless previously renewed, varied or revoked by the Company in General Meeting.

Resolution 17

THAT

- (a) the Directors be authorised to allot shares in the Company or grant rights to subscribe for, or convert any security into, shares in the Company;

- i. in accordance with article 7 of the Company's articles of association, up to a maximum nominal amount of £35,500,000 (such amount to be reduced by the nominal amount of any equity securities (as defined in article 8 of the Company's articles of association) allotted under paragraph (ii) below in excess of £35,500,000; and
 - ii. comprising equity securities (as defined in article 8 of the Company's articles of association), up to a maximum nominal amount of £71,000,000 (such amount to be reduced by any shares allotted or rights granted under paragraph (i) above) in connection with an offer by way of a rights issue (as defined in article 8 of the Company's articles of association);
- (b) this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution, or, if earlier, at the close of business on 31 March 2012; and
- (c) all previous unutilised authorities under section 551 of the Companies Act 2006 shall cease to have effect (save to the extent that the same are exercisable pursuant to section 551(7) of the Companies Act 2006 by reason of any offer or agreement made prior to the date of this resolution which would or might require shares to be allotted or rights to be granted on or after that date).

SPECIAL RESOLUTIONS

Resolution 18

THAT

- (a) in accordance with article 8 of the Company's articles of association, the Directors be given power to allot equity securities for cash;
- (b) the power under paragraph (a) above (other than in connection with a rights issue, as defined in article 8(b)(ii) of the Company's articles of association) shall be limited to the allotment of equity securities having a nominal amount not exceeding in aggregate £5,330,000;
- (c) this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or, if earlier, at the close of business on 31 March 2012; and
- (d) all previous unutilised authorities under sections 570 and 573 of the Companies Act 2006 shall cease to have effect.

Resolution 19

THAT in accordance with the Companies Act 2006, Imperial Tobacco Group PLC be and is hereby generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of ordinary shares of 10 pence each in the capital of the Company ("Ordinary Shares") on such terms and in such manner as the Directors may from time to time determine, provided that:

- i. the maximum number of Ordinary Shares that may be purchased under this authority is 106,794,000;
- ii. the minimum price which may be paid for each Ordinary Share is 10 pence (exclusive of all expenses);
- iii. the maximum price which may be paid for each Ordinary Share is the higher of the amount equal to 105 per cent of the average of the middle market quotations, or the market values, for an Ordinary Share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the Ordinary Share is purchased and the amount stipulated by article 5(1) of the Buy-back and Stabilisation Regulations 2003 (in each case exclusive of expenses); and
- iv. the authority hereby conferred shall, unless previously revoked or varied, expire at the conclusion of the next Annual General Meeting of Imperial Tobacco Group PLC to be held in 2012 or, if earlier, the close of business on 31 March 2012 save in relation to purchases of Ordinary Shares the contract for which was concluded before the expiry of this authority and which will or may be executed wholly or partly after such expiry, where the Company may make a purchase of Ordinary Shares in pursuance of any such contract or contracts.

All previous unutilised authorities for the Company to make market purchases of Ordinary Shares are revoked, except in relation to the purchase of shares under a contract or contracts concluded before the date of this resolution and where such purchase has not yet been executed.

Resolution 20

THAT that a general meeting of Imperial Tobacco Group PLC other than an annual general meeting of Imperial Tobacco Group PLC may be called on not less than 14 clear days' notice.

Resolution 21

THAT, with immediate effect, the Articles of Association produced to the meeting and initialled by the Chairman of the meeting for the purpose of identification be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association of the Company.



M R Phillips
Company Secretary

Dated: 3 February 2011
Registered Office:
P O Box 244
Upton Road
Bristol BS99 7UJ