

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

At the 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 28 January 2015 the following Resolution was passed as an Ordinary Resolution

ORDINARY RESOLUTION

IT WAS RESOLVED on a poll that the proposed acquisition by the Company, and/or any one or more of its subsidiaries, of brands and assets, including the U.S. cigarette brands *Winston*, *Maverick*, *Kool* and *Salem* and the U.S. and international e-cigarette brand *blu*, including certain employees, offices, production facilities and commercial infrastructure, currently owned by Reynolds American Inc. and Lorillard, Inc. and their respective affiliates (the **Acquisition**), substantially on the terms and subject to the conditions of the asset purchase agreement dated as of 15 July 2014 by and among the Company, ITG Brands, LLC (formerly called Lignum-2 L.L.C.), being a wholly owned subsidiary of the Company, and Reynolds American Inc. (the **Asset Purchase Agreement**), summarised in Part 4 of the circular to shareholders of the Company dated 15 December 2014 (the **Circular**), and all other agreements and ancillary documents contemplated by the Asset Purchase Agreement, be and are approved and the Directors of the Company (or any duly authorised committee of the Directors) (the **Board**) be authorised:

- (a) to do or procure to be done all such acts and things on behalf of the Company and any of its subsidiaries as the Board considers necessary, desirable or expedient to implement, or otherwise in connection with, the Acquisition; and
- (b) to agree such modifications, variations, revisions, waivers, extensions, additions or amendments to any of the terms and conditions of the Acquisition and/or to any documents relating to it, as they may in their absolute discretion think fit, provided such modifications, variations, revisions, waivers, extensions, additions or amendments are not of a material nature.



J M Downing
Company Secretary

Dated: 29 January 2015
Registered Office:
121 Winterstoke Road
Bristol
BS3 2LL