

Timetable of events

Ex-dividend date	16 February 2017
Dividend record date	17 February 2017
Last date for receipt by Equiniti of Dividend Reinvestment Plan Mandate forms	10 March 2017
Last date and time for lodgement of proxy forms	2.30 pm on 30 January 2017
Annual General Meeting	1 February 2017
Payment of final dividend	31 March 2017

Annual General Meeting venue
2.30 pm Wednesday, 1 February 2017

**Bristol Marriott Hotel City Centre,
2 Lower Castle Street, Old Market, Bristol BS1 3AD**
Telephone: 0117 929 4281

Directions

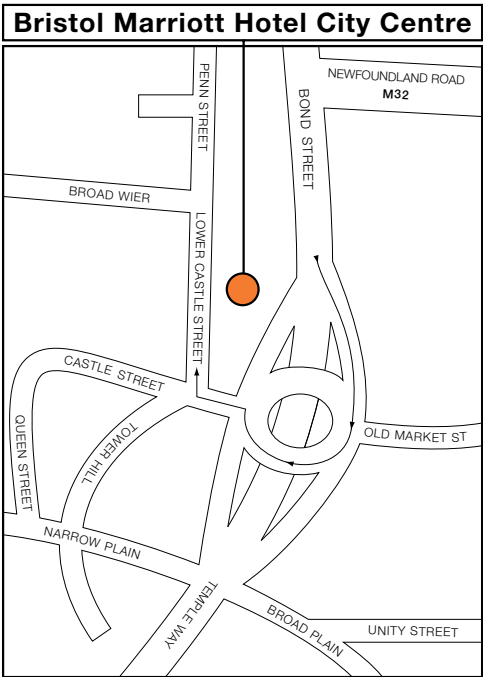
From the M4 take junction 19 signposted M32. Follow signs to the City Centre. The hotel can be found on Lower Castle Street, off Castle Street.

Parking

An NCP car park is situated next to the hotel.

Rail

The Bristol Marriott Hotel City Centre is approximately a 5 minute taxi journey from Bristol Temple Meads station.



Proxy Form

You may appoint another person or persons to attend and vote for you. If you wish to do so, please complete this form and return it in the enclosed reply paid envelope.

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VOTING I.D.

TASK I.D.

SHAREHOLDER REFERENCE NUMBER

You can submit your proxy electronically at www.sharevote.co.uk using the above numbers.

Before completing, please read the notes on completion of the proxy form overleaf and the explanatory notes in the accompanying notice. I/We, the undersigned, being a member/members of Imperial Brands PLC, hereby appoint the Chairman of the Meeting, or (SEE NOTE 1) as my/our proxy to exercise all or any of my/our rights to attend, speak and vote in respect of my/our voting entitlement* on my/our behalf at the Annual General Meeting of the Company to be held on 1 February 2017 and at any adjournment thereof.

PLEASE FOLD ALONG THIS LINE

Please tick here if this proxy appointment is one of multiple appointments being made.* ☐

*For the appointment of more than one proxy, please see note 2.

Please indicate your vote by marking the appropriate boxes in black ink like this: ☒

Resolutions	For	Against	Vote withheld	Resolutions	For	Against	Vote withheld
1. Annual Report and Accounts	☐	☐	☐	13. To re-elect Mr M I Wyman	☐	☐	☐
2. Directors' Remuneration Report	☐	☐	☐	14. Reappointment of Auditors	☐	☐	☐
3. Directors' Remuneration Policy	☐	☐	☐	15. Remuneration of Auditors	☐	☐	☐
4. To declare a final dividend	☐	☐	☐	16. Political donations/expenditure	☐	☐	☐
5. To re-elect Mrs A J Cooper	☐	☐	☐	17. Authority to allot securities	☐	☐	☐
6. To elect Mrs T M Esperdy	☐	☐	☐	18. Disapplication of pre-emption rights*	☐	☐	☐
7. To re-elect Mr D J Haines	☐	☐	☐	19. Purchase of own shares*	☐	☐	☐
8. To re-elect Mr M R Phillips	☐	☐	☐	20. Notice period for general meetings*	☐	☐	☐
9. To elect Mr S P Stanbrook	☐	☐	☐	21. Adoption of new Articles of Association*	☐	☐	☐
10. To re-elect Mr O R Tant	☐	☐	☐				
11. To re-elect Mr M D Williamson	☐	☐	☐				
12. To re-elect Mrs K Witts	☐	☐	☐				

*Special Resolutions.

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Signature

Date

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Notes on completion of proxy forms

1.

As a member entitled to attend and vote you may appoint a proxy or proxies of your own choice to exercise all or any of your rights to attend, speak and vote instead of you. A proxy need not be a shareholder. Completion and return of a proxy form does not prevent you from attending the Meeting and voting instead of the proxy if you so wish. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
2.

To appoint more than one proxy, you may photocopy this form or (an) additional proxy form(s) may be obtained by contacting the Registrar's helpline on 0371 384 2037. If calling from overseas, the helpline number is +44(0) 121 415 7009. Lines are open 8.30 am to 5.30 pm, Monday to Friday (excluding public holidays). Please indicate in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
3.

Please indicate, by marking the appropriate box as shown, how you wish your proxy/proxies to vote. Unless otherwise directed, the proxy/proxies will abstain or vote as they think fit on the resolution or any other matter which may properly come before the Meeting. On any other business arising at the Meeting (including any motion to amend a resolution or to adjourn the Meeting) the proxy will act at his or her discretion.
4.

If you wish to appoint someone other than the Chairman of the Meeting as your proxy, you should insert in block letters the name of the person(s) you wish to appoint in the space provided. If no name is entered, the return of this form, signed, will authorise the Chairman to act as your proxy.
5.

In the case of a corporation, the proxy form must be under its common seal or signed on its behalf by a duly authorised officer or attorney, stating their capacity.
6.

In the case of joint holders, any one holder may sign the proxy form. The vote of the senior holder who tenders a vote will be counted. For this purpose seniority is determined by the order in which the names appear on the register of shareholders.
7.

To be valid, the proxy form, together with the original or a duly certified copy of the power of attorney or other authority, if applicable, under which it is signed, must be lodged with the Company's Registrar, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, not less than 48 hours before the scheduled start of the Meeting or any adjournment thereof. A reply paid envelope is enclosed for your convenience.
8.

A vote withheld is not a "vote" in law and will not be counted in the calculation of the proportion of votes "For" and "Against" a resolution.
9.

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
10.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ("EUI") specifications and must contain the information required for such instructions, as described in the CREST Manual (available via www.euroclear.com). The message, regardless of whether it constitutes the appointment of a proxy or relates to an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA19) by the latest time(s) for receipt of proxy appointments specified in the Notice of Meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
11.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The CREST Manual can be reviewed at www.euroclear.com. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Admission and Voting Card

If you come to the meeting, please bring this card.

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NAME

SHAREHOLDER REFERENCE NUMBER

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Please indicate your vote by marking the appropriate boxes in black ink like this: ☒

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12. To re-elect Mrs K Witts	☐	☐	☐				

*Special Resolutions.

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Signature

Date

Internet Voting

You may, if you wish, appoint your proxy electronically at www.sharevote.co.uk. You will need the Voting I.D., Task I.D. and Shareholder Reference Number, which together make up the series of reference numbers, printed on the front of this form. Alternatively, if you have already registered with Equiniti's online portfolio service Shareview, you can submit your proxy form at www.shareview.co.uk by entering your portfolio identification particulars and clicking on the link to vote. The on-screen instructions give details of how to complete the appointment process. Please note that any electronic communication found to contain a computer virus will not be accepted.