

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 3 February 2016 the following Resolutions were passed as Ordinary and Special Resolutions:-

ORDINARY RESOLUTIONS

Resolution 14

IT WAS RESOLVED on a poll that in accordance with section 366 of the Companies Act 2006 (the Act), the Company and all companies that are subsidiaries at any time during the period for which this resolution has effect are hereby authorised, during the period commencing on the date of this resolution and ending at the conclusion of the next AGM of the Company after the passing of this resolution or, if earlier, at the close of business on 31 March 2017, to:

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

Resolution 15

IT WAS RESOLVED on a poll that

- i. the Directors be authorised to allot ordinary shares of 10 pence each in the capital of the Company (Ordinary Shares) or grant rights to subscribe for, or convert any security into, Ordinary Shares in accordance with article 7 of the Company's Articles of Association, up to a maximum nominal amount of £14,350,000;
- ii. this authority shall expire at the conclusion of the next AGM of the Company after the passing of this resolution or, if earlier, at the close of business on 31 March 2017; and

- iii. all previous unutilised authorities under section 551 of the Companies Act 2006 (the Act) shall cease to have effect (save to the extent that the same are exercisable pursuant to section 551(7) of the Act by reason of any offer or agreement made prior to the date of this resolution which would or might require Ordinary Shares to be allotted or rights to be granted on or after that date).

SPECIAL RESOLUTIONS

Resolution 16

IT WAS RESOLVED on a poll that

- i. in accordance with article 8 of the Company's Articles of Association, the Directors be given power to allot equity securities for cash;
- ii. the power under paragraph (i) 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 £4,793,000;
- iii. this authority shall expire at the conclusion of the next AGM of the Company after the passing of this resolution or, if earlier, at the close of business on 31 March 2017; and
- iv. all previous unutilised authorities under sections 570 and 573 of the Companies Act 2006 shall cease to have effect.

Resolution 17

IT WAS RESOLVED on a poll that in accordance with the Companies Act 2006 (the Act), the Company is hereby generally and unconditionally authorised for the purposes of section 701 of the Act to make market purchases (within the meaning of section 693(4) of the Act) 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 95,870,000;
- 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 prices shown in the quotations for the Ordinary Shares in 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 Regulation 2003 (in each case exclusive of all expenses); and
- iv. the authority hereby conferred shall, unless previously revoked or varied, expire at the conclusion of the next AGM of the Company after the passing of this resolution or, if earlier, at the close of business on 31 March 2017 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 Ordinary Shares under a contract or contracts concluded before the date of this resolution and where such purchase has not yet been executed.

Resolution 18

IT WAS RESOLVED on a poll that the name of the Company be changed to Imperial Brands PLC.

Resolution 19

IT WAS RESOLVED on a poll that a general meeting of the Company other than an AGM of the Company may be called on not less than 14 clear days' notice.



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J M Downing
Company Secretary

Dated: 4 February 2016
Registered Office:
121 Winterstoke Road
Bristol
BS3 2LL