BRITISH AMERICAN TOBACCO HOLDINGS (THE NETHERLANDS) B.V.

FINANCIAL REPORT
FOR THE YEAR ENDED 31 DECEMBER 2024

Annual General Meeting of Shareholders: 27 May 2025

BRITISH AMERICAN TOBACCO HOLDINGS (THE NETHERLANDS) B.V.

Balance sheet as at 31 December 2024

Before appropriation of result		2024		2023	
All amounts in EUR'000	Notes				
Fixed assets					
Financial fixed assets	1	1,803,645		1,803,645	
Total fixed assets			1,803,645		1,803,645
Current assets					
Receivables	2	18,056		11,887	
Total current assets			18,056		11,887
Total assets			1,821,701		1,815,532
Shareholders' equity	3				
Issued capital		112,502		112,502	
Share premium		1,441,578		1,441,578	
Other reserves		256,811		256,830	
			1,810,891		1,810,910
Current liabilities	4		10,810		4,622
			1,821,701		1,815,532

BRITISH AMERICAN TOBACCO HOLDINGS (THE NETHERLANDS) B.V.

Profit & loss account for the year 2024

	Notes	2024	2023
All amounts in EUR'000			
Financial income / (expense)	6	425	247
Foreign exchange gains / (losses)		(6)	10
Net financial and investment income		419	257
Income from participating interests		218,590	487,949
Gain on liquidation of participating interest		--	--
General and administrative (expenses) / income	7	(8)	3
Impairment of investments		--	--
Profit before tax		219,001	488,209
Taxation (expense)/benefit	8	(106)	(67)
Profit after tax		218,895	488,142

General

(a) Reporting entity and relationship with parent companies

British American Tobacco Holdings (The Netherlands) B.V. ("the Company"), having its legal address at Handelsweg 53 A, 1181 ZA Amstelveen, is a private limited liability company under Dutch law and is listed under number 33236251 in the Trade Register. 100% of the shares of the Company are held by British American Tobacco International (Holdings) B.V. ("BATIH").

The Company's ultimate parent undertaking is British American Tobacco p.l.c. ("BAT plc"), a public limited company being incorporated in the United Kingdom and registered in England and Whales. The financial information of the Company is included in the consolidated financial statements of BAT plc and may be obtained from www.BAT.com.

The principal activity of the Company is that of a financing and holding company.

(b) Financial Reporting period

The financial year of the Company ends on 31 December. The profit & loss account covers the year from 1 January to 31 December and the balance sheet date 31 December.

(c) Basis of preparation

The financial statements have been prepared in accordance with Title 9, Book 2 of the Netherlands Civil Code. The accounting policies applied for measuring assets and liabilities and the determination of result are based on the historical cost convention, unless otherwise stated in the further principles. The Company has deviated from the requirements for the profit & loss account in the Decree Model Financial Statements in view of the nature of the Company's activities.

(d) Application of Section 408(1), Book 2 of the Netherlands Civil Code

The company applies the intermediate consolidation exemption pursuant to Section 2:408(1) of the Netherlands Civil Code. The financial data of the Company and of the companies that it should consolidate are included in the consolidated financial statements of BAT plc. BAT plc has filed consolidated financial statements with the trade register of the Chamber of Commerce in Amsterdam.

(e) Going concern

These financial statements have been prepared on the basis of the going concern assumption.

Accounting policies

General

Assets and liabilities are measured at nominal value, unless otherwise stated in the further principles.

An asset is recognised on the balance sheet when it is probable that the expected future economic benefits that are attributable to the asset will flow to the Company and the asset has a cost price or value which can be measured reliably. Assets that are not recognised on the balance sheet are considered as off-balance sheet assets.
A liability is recognised on the balance sheet when it is expected that the settlement of an existing obligation will result in an outflow of resources embodying economic benefits and the amount necessary to settle this obligation can be measured reliably.

Provisions are included in the liabilities of the Company. Liabilities that are not recognised on the balance sheet are considered as off-balance sheet liabilities.

An asset or liability that is recognised on the balance sheet, remains recognised on the balance sheet if a transaction (with respect to the asset or liability) does not lead to a major change in the economic reality with respect to the asset or liability. Transactions of this nature will not result in the recognition of results. When assessing whether there is a significant change in the economic circumstances, the economic benefits and risks that are likely to occur in practice are taken into account. The benefits and risks that are not reasonably expected to occur, are not taken in to account in this assessment.

An asset or liability is no longer recognised on the balance sheet, and thus derecognised, when a transaction results in all or substantially all rights to economic benefits and all or substantially all of the risks related to the asset or liability are transferred to a third party. In such cases, the results of the transaction are directly recognised in the profit and loss account, taking into account any provisions related to the transaction.

If assets are recognised of which the Company does not have the legal ownership, this fact is being disclosed.

Income is recognised in the profit and loss account when an increase in future economic potential related to an increase in an asset or a decrease of a liability has arisen, the size of which can be measured reliably. Expenses are recognised when a decrease in the economic potential related to a decrease in an asset or an increase of a liability has arisen, the size of which can be measured with sufficient reliability.

Revenues and expenses are allocated to the period to which they relate. Revenues are recognised when the Company has transferred the significant risks and rewards of ownership of the goods to the buyer.

Functional and presentation currency

The financial statements are presented in euro, the Company's functional currency.

Principles for the translation of foreign currencies

Transactions in foreign currency

At initial recognition, transactions denominated in a foreign currency are translated into the relevant functional currency of the Company at the exchange rate applicable on the transaction date.

Monetary assets and liabilities denominated in a foreign currency are translated at the balance sheet date into to the functional currency at the exchange rate applicable on that date. Exchange differences resulting from the settlement of monetary items or resulting from the translation of monetary items denominated in foreign currency, are recognised in the profit and loss account in the period in which they arise.

Non-monetary assets and liabilities denominated in a foreign currency that are stated at historical cost, are translated into euro at the exchange rates applicable on the transaction date.

Financial fixed assets

In accordance with Article 2:389 Paragraph 9 of the Dutch Civil Code and due to the application of Article 2:408, shares in subsidiaries are stated at cost less impairment losses.

Impairments of financial fixed assets

Investments in subsidiaries are assessed at each reporting date whether there is any indication of an impairment. If any such indication exists, the recoverable amount of the asset is estimated. The recoverable amount is the higher of value in use and net realisable value. If it is not possible to assess the recoverable amount for an individual asset, the recoverable amount is assessed for the cash-generating unit to which the asset belongs.

When the carrying amount of an asset or cash-generating unit exceeds its recoverable amount, an impairment loss is recognised for the difference between the carrying amount and the recoverable amount.

Impairments of financial fixed assets - continued

If there is an impairment loss for a cash-generating unit, the loss is first allocated to goodwill allocated to the cash-generating unit. Any residual loss is allocated to the other assets of the unit pro rata to their book values.

Subsequently, at each reporting date, the Company assesses whether there is any indication that an impairment loss that was recorded in previous years has been decreased. If any such indication exists, then the recoverable amount of the asset or cash-generating unit is estimated.

Reversal of a previously recognised impairment loss only takes place when there is a change in the assessment used to determine the recoverable amount since the recognition of the last impairment loss. In such case, the carrying amount of the asset (or cash- generating unit) is increased to its recoverable amount, but not higher than the carrying amount that would have applied (net of depreciation) if no impairment loss had been recognised in previous years for the asset (or cash-generating unit).

Receivables

Receivables are measured at initial recognition at fair value, plus transaction costs. After initial recognition, receivables are measured at amortised cost. If no premium or discount and transaction costs are applicable, the amortised cost is equal to the nominal value of the receivables, less a provision for uncollectible debts. These provisions are determined by individual assessment of the receivables.

Shareholders' equity

Financial instruments that are designated as equity instruments by virtue of the legal reality are presented under shareholders' equity. Payments to holders of these instruments are deducted from the shareholders' equity as part of the profit distribution. Financial instruments that are designated as a financial liability by virtue of the legal reality are presented under liabilities. Interest, dividends, income and expenditure with respect to these financial instruments are recognised in the profit and loss as financial income or expense.

The purchase of own shares is deducted from the other reserves.

Share premium

Amounts contributed by the shareholder of the Company in excess of the nominal share capital are accounted for as share premium. This also includes additional capital contributions by the existing shareholder without the issue of shares or issue of rights to acquire or acquire shares of the Company.

Costs and capital taxes associated with the issue of shares that are not capitalized are deducted from share premium, after taken into account tax effects. If the share premium is insufficient for such deductions, the amounts are deducted from retained earnings.

Provisions

A provision is recognised if the following applies: the Company has a legal or constructive obligation, arising from a past event; the amount can be estimated reliably; and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation.

Rights and obligations resulting from contracts under which neither party has performed any of its obligations or both parties have partially performed their obligations to an equal extent, are not recognised. Recognition occurs when the consideration to be received is not (or no longer) in balance with the performance obligation of the Company and this imbalance has adverse effects for the Company.

Provisions are measured at the nominal value of the best estimate of the expenditures that are expected to be required to settle the liabilities and losses.

Current liabilities

At initial recognition, current liabilities are recognised at fair value. After initial recognition, current liabilities are measured at amortised cost. If no premium or discount and transaction costs are applicable, the amortised cost is equal to the nominal value of the liability.

Income from participating interests

Dividends are recorded in the profit and loss account at the time when they are declared.

Interest receivable and similar income and interest payable and similar charges

Interest income is recognised in the profit and loss account on an accrual basis, using the effective interest rate method. Interest expenses and similar charges are recognised in the period to which they belong.

Corporate income tax

Corporate income tax comprises the current and deferred corporate income tax payable and deductible for the reporting period. Corporate income tax is recognised in the profit and loss account except to the extent that it relates to items recognised directly to equity, in which case it is recognised in equity, or to business combinations. Current tax comprises the expected tax payable or recoverable on the taxable profit or loss for the financial year, calculated using tax rates enacted or substantively enacted at the reporting date, and any adjustments to tax payable in respect of previous years.

If the carrying amount of assets and liabilities for financial reporting purposes differ from their values for tax purposes (tax base), this results in temporary differences. For taxable temporary differences, a provision for deferred tax liabilities is recognised. For deductible temporary differences, available tax losses and unused tax credits, a deferred tax asset is recognised, but only to the extent that it is probable that future taxable profits will be available for set-off or compensation. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realised.

The measurement of deferred tax liabilities and deferred tax assets is based on the tax consequences following from the manner in which the Company expects, at the balance sheet date, to realise or settle its assets, provisions, debts and accrued liabilities. Deferred tax assets and liabilities are measured at nominal value.

Subsequent events

Events that provide further information on the actual situation at the balance sheet date and that appear before the financial statements are being prepared, are recognised in the financial statements. Events that provide no information on the actual situation at the balance sheet date are not recognised in the financial statements. When those events are relevant for the economic decisions of users of the financial statements, the nature and the estimated financial effects of the events are disclosed in the financial statements.

All amounts in EUR'000

NOTE 1 ~ FINANCIAL FIXED ASSETS

The financial fixed assets relate to direct investments in the following subsidiary undertakings are stated at cost net of any impairments.

Name	Statutory Seat	% Holding
Allen & Ginter (UK) Limited	London	100
British American Tobacco European Operations Centre B.V.	Amsterdam	100
British American Tobacco Exports B.V.	Amsterdam	100
Rothmans Far East B.V.	Amsterdam	100
Rothmans International Holdings B.V.	Amsterdam	100
The Raleigh Investment Company Limited	Douglas, Isle of Man	100

The cumulative amount of impairment losses amounts to EUR nil as at 31 December 2024 (2023: EUR nil).

NOTE 2 ~ RECEIVABLES

	31 December 2024	31 December 2023
Receivables from affiliated companies	138	130
Loans to affiliated companies	50	50
Cash Pooling receivables from affiliated companies	17,865	11,701
Corporate taxation receivable from the shareholder	--	--
Other receivables	3	6
	18,056	11,887

Loans to affiliated companies and Cash Pooling receivables from affiliated companies are interest-bearing, unsecured and repayable on demand. The interest rate is mainly based on euro short-term rate ("€STR"), taking into consideration the length and amount of the loans and deposits. Other amounts are unsecured, interest free and repayable on demand.

Loans to affiliated companies include an amount of EUR 50 (2023: EUR 50) due from the shareholder.

NOTE 3 ~ SHAREHOLDER'S EQUITY

The shareholder's equity of the Company was as follows:

	Issued capital	Share premium	Other reserves	Total
Balance as at 31 December 2022	112,502	1,441,578	256,722	1,810,802
Final dividend	--	--	(106)	(106)
Profit for the year	--	--	488,142	488,142
Interim dividends	--	--	(487,928)	(487,928)
Balance as at 31 December 2023	112,502	1,441,578	256,830	1,810,910
Final dividend	--	--	(214)	(214)
Profit for the year	--	--	218,895	218,895
Interim dividends	--	--	(218,700)	(218,700)
Balance as at 31 December 2024	112,502	1,441,578	256,811	1,810,891

Issued capital
The Company's authorised capital amounts to EUR 135,000,000 and consists of 300,000 ordinary shares of EUR 450 each. The Company's issued capital amounts to EUR 112,501,800 and consists of 250,004 ordinary shares of EUR 450 each.

Share premium reserve
The share premium reserve has arisen from the issuing of shares in excess of the nominal value of the shares (above par value).

Appropriation of profit of 2023

The General Meeting has adopted the payment of the final dividend in the amount of EUR 214,477.49 as proposed by the Board of management.

Proposal for profit appropriation 2024

Interim dividends of, in the aggregate, EUR 218,700 were declared and paid during the year out of current year's profit to the sole shareholder.
At the Annual General Meeting, it will be proposed to pay a final dividend out of current year's profit for the year in the amount of EUR 195,689.67

All amounts in EUR'000

NOTE 4 ~ CURRENT LIABILITIES

	31 December 2024	31 December 2023
Cash Pooling payables to affiliated companies	1,538	2,030
Corporate taxation payable to the shareholder	9,272	2,573
Other payables	--	19
	10,810	4,622

Included in current liabilities is an amount of EUR nil that is not due within one year (2023: EUR nil). Cash Pooling payables to affiliated companies are interest bearing, unsecured and repayable on demand. The interest rate is mainly based on euro short-term rate ("€STR"). Other amounts are unsecured, interest free and repayable on demand.

NOTE 5 ~ CONTINGENT LIABILITIES

The Company has contingent liabilities in respect of guarantees and taxation.

Guarantees

Since 1 May 2019, the Company was removed as issuer and guarantor under the British American Tobacco EMTN Programme. The Company acceded the EMTN Programme in 2003 and since then, together with British American Tobacco p.l.c. ("BAT plc"), B.A.T. International Finance p.l.c. ("BATIF plc"), B.A.T. Netherlands Finance B.V. ("BATNF"), and as from 31 May 2017, B.A.T Capital Corporation ("BATCAP"), having re-acceded as participant under the EMTN Programme, has guaranteed, as applicable, all notes outstanding under the EMTN Programme issued prior to 1 May 2019.

All notes issued have been admitted to the Official List of the UK Listing Authority and to trading on the London Stock Exchange p.l.c.'s Regulated Market, or to the SIX Swiss Exchange, as applicable.

At the balance sheet date, the Company remains the guarantor of notes issued under the EMTN Programme of GBP 1,808 million, EUR 3,585 million and CHF 250 million (2023: GBP 2,592 million, EUR 3,745 million and CHF 250 million). The notes mature between 2025 and 2055.

The Company, together with BAT plc and BATNF, guarantees one series of notes totalling USD 1,002 million (2023: one series of notes totalling USD 1,002 million) issued by BATIF plc, pursuant to Rule 144A and Regulation S under the United States Securities Act of 1933 (as amended). The notes mature in 2025.

The Company, together with BAT plc, BATIF plc, BATNF and Reynolds American Inc., guarantees three series of notes totalling USD 6,887 million (2023: four series of notes totalling USD 9,138 million) issued by BAT CAP. The notes mature between 2027 and 2047.

Taxation

Until 31 December 2012, the Company was head of the fiscal unity British American Tobacco Holdings (The Netherlands) B.V. As from 1 January 2013, the Company forms part of the fiscal unity headed by BATIH (the "Fiscal Unity"). The head of the Fiscal Unity is the taxpayer of the Fiscal Unity and settles taxes directly with affiliated Fiscal Unity companies via the Group's intercompany netting procedure. Under the Dutch Collection of State Taxes Act, all Fiscal Unity Members are jointly and severally liable for any taxes payable by that Fiscal Unity.

All amounts in EUR'000

NOTE 5 ~ CONTINGENT LIABILITIES

Taxation - continued

During 2016 the Company entered into a tax sharing agreement with BATIH, pursuant to which BATIH assumes the economic ownership of all tax expenses of the Company related to the potential future settlement of tax exposures (and others as they may arise) as summarized below. BATIH as parent company of the Fiscal Unity has a right to request an early settlement of the gross tax position accounted for in the books of the Fiscal Unity Companies.

The gross tax position includes the full amount of temporary differences, carry forward losses and recapture obligations recorded in the books of the Fiscal Unity Members and is independent of (future) taxable income available of the Fiscal Unity Member(s).

The Company, as the previous head of the fiscal unity, is exposed to various pending issues with the Dutch Tax Authorities ("DTA") involving material amounts covering the years 2003 to 2012. The DTA has issued (additional) assessments relating to these years in respect of a number of intra-group transactions, including guarantee and factoring fees, loan interest and product pricing. The aggregated sum of the assessments amount to EUR 181.6 million covering taxation, interest on taxation and penalties. On 6 June 2018, BATIH issued a guarantee in favour of the DTA covering the principal amount of EUR 181.6 million to be further increased over time with accrued interest. The guarantee remains in force until 31 December 2028, or the earlier date should settlement have taken place. As per 31 December 2024, the total guarantee amounts to EUR 221.9 million, including accrued interest payable in the amount of EUR 40.3 million.

Detailed objection letters have been filed against the (additional) assessments for the years 2003 through 2012. Subsequently, the objections for the years 2003 through 2012 have been rejected by the DTA and the Company has filed appeals against these rejections in full.

2003-2007
The Court of Appeal Amsterdam issued judgments on 8th October 2024. The appeal against the assessments was upheld, with the court finding for the Company. The DTA have appealed to the Supreme Court.

2008-2012
On October 17, 2022, the District Court upheld most of the correctional assessments for most of the issues regarding the years 2008-2012. In addition, the court ruled a reversed and enhanced burden of proof for the years 2011-2012. As a result, the court subsequently ruled against the Company on several other points of the disputes, on the grounds that the Company had insufficiently proven that the adjustments imposed by the inspector were incorrect.
The DTA and the Company respectively filed appeals against these judgments and the issues covering the period 2008-2012 are now pending before the Amsterdam Court of Appeal.

A detailed review has been undertaken by the Company, its litigators and external advisors to assess the impact of the judgments delivered by the District court on October 17, 2022 including the reversed and enhanced burden of proof. Management with support of its litigators and external advisors is of the opinion that there are sufficient grounds to conclude that a reversal and enhance burden of proof will not be upheld by the Court of Appeal.

Based on this extensive review and the tax sharing agreement in place, management has, consistent with prior years, concluded that it has meritorious defences in law, and does not consider it appropriate to make any provisions for the assessed amounts.

The Fiscal Unity is exposed to similar transfer pricing challenges, as well as other tax matters, in respect of the years 2013 to 2016, which involve material amounts which are subject to uncertainties and complexities.

Notes to the 2024 financial statements

All amounts in EUR'000

NOTE 6 ~ NET FINANCIAL INCOME/EXPENSE

	2024	2023
Financial income/(expense) to affiliated companies	425	247
Financial income/(expense) external	--	--
	425	247

Transactions with affiliated companies are at market rates.

NOTE 7 ~ GENERAL AND ADMINISTRATIVE (EXPENSES) / INCOME

	2024	2023
Other expenses	(8)	(8)
Other income	--	11
	(8)	3

The Company does not have any employees.

NOTE 8 ~ TAXATION

	2024	2023
Profit before tax	219,002	488,209
Applicable tax 25.8% (2023: 25.8%)	56,503	125,958
Exempt dividend income (at 25.8% tax rate)	(56,396)	(125,891)
Prior year adjustments	--	--
Tax expense/(benefit)	106	67
Effective tax rate	0.05 %	0.01 %

The Company forms part of the Fiscal Unity of BATIH.

NOTE 9 ~ DIRECTORS

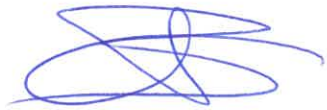
The present directors of the Company are:

J E P Bollen
H M J Lina

NOTE 10 ~ SUBSEQUENT EVENTS POST BALANCE SHEET

There are no subsequent events post balance sheet

The Directors hereby approve the financial statements



J E P Bollen

H M J Lina

Amstelveen, 27 May 2025

Handelsweg 53 A, 1181 ZA
Amstelveen
The Netherlands

Other information

Provisions in the Articles of Association governing the appropriation of profit

In accordance with Article 19 of the Company's Articles of Association, the result for the year is at the disposal of the General Meeting of Shareholders.

Auditors' opinion

The Company applies the exemption as provided for in Article 2:396 of the Dutch Civil Code.