



British American Tobacco p.l.c.
Annual General Meeting 2010

THIS DOCUMENT IS IMPORTANT AND
REQUIRES YOUR IMMEDIATE ATTENTION

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant or other professional adviser.

This document should be read as a whole.

If you have sold or transferred all of your shares in British American Tobacco p.l.c. please pass this document, together with the accompanying documents, to the purchaser or transferee, or to the person who arranged the sale or transfer so that they can pass these documents to the person who now holds the shares.



BRITISH AMERICAN TOBACCO

British American Tobacco p.l.c.
(incorporated and registered in England and Wales under number 3407696)

NOTICE OF ANNUAL GENERAL MEETING

**to be held at The Mermaid Conference & Events Centre,
Puddle Dock, Blackfriars, London EC4V 3DB
on 28 April 2010 at 11.30am**

The Notice of the Annual General Meeting is set out on pages 8 to 10.

A proxy form or voting instruction form (as appropriate) for use in connection with the Annual General Meeting is enclosed with this Notice.

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LETTER FROM THE SECRETARY



Globe House
4 Temple Place
London
WC2R 2PG

26 March 2010

Dear Shareholder

Annual General Meeting

Introduction

The 2010 Annual General Meeting of British American Tobacco p.l.c. (the “Meeting”) will be held at 11.30am on Wednesday 28 April at The Mermaid Conference & Events Centre, Puddle Dock, Blackfriars, London EC4V 3DB.

The Notice of Meeting is set out on pages 8 to 10 of this document.

If you would like to vote on the resolutions but cannot come to the Meeting, you can appoint a proxy to exercise all or any of your rights to attend, vote and speak at the Meeting by using one of the methods set out in Appendix 2 of this document.

Voting at the Meeting will once again be conducted by way of a poll using the registrar’s electronic voting system, known as Express Meeting Plus, a summary of which is given on page A-7.

Explanatory notes

The following paragraphs explain, in summary, the Resolutions to be proposed at the Meeting and give biographical details and related information about the Directors proposed for reappointment.

Resolution 1: Receipt of the 2009 Report and Accounts

The Directors of the Company must present their report and the annual accounts to the Meeting and shareholders may raise any questions on the report and accounts under this Resolution.

Resolution 2: Approval of the 2009 Remuneration Report

The Remuneration Report for the year ended 31 December 2009 has been prepared and is laid before the Meeting for approval by shareholders in accordance with section 439 of the Companies Act 2006 (the “2006 Act”). The vote is advisory and does not affect the actual remuneration paid to any individual Director. You can find the full Remuneration Report in the Annual Report 2009. Please refer to Appendix 5 for details of how to obtain that document and other British American Tobacco publications.

Resolution 3: Declaration of the final dividend for 2009

A final dividend can be paid only after it has been approved by the shareholders. A final dividend of 71.6p per ordinary share for the year ended 31 December 2009 is recommended by the Directors for payment to shareholders

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Registered in England and Wales No. 3407696
Registered office as above

who were on the main register and/or the South African branch register as at the close of business on 12 March 2010. If approved, the final dividend will be paid on 6 May 2010.

Resolution 4: Reappointment of the Auditors

The Company is required to appoint Auditors at each general meeting at which accounts are laid before the Company, to hold office until the conclusion of the next such meeting. This Resolution, on the Audit Committee's recommendation, proposes the reappointment of PricewaterhouseCoopers LLP as Auditors of the Company.

Resolution 5: Authority for the Directors to agree the Auditors' remuneration

This Resolution authorises the Directors, in accordance with standard practice, to set the remuneration of the Auditors. In accordance with its terms of reference, the Audit Committee will approve the terms of engagement and the level of audit fees payable by the Company to the Auditors and recommend them to the Board.

Resolution 6: Reappointment of Directors retiring by rotation

The Company's articles of association require that at each Annual General Meeting all Directors who held office at each of the two preceding Annual General Meetings and who neither retired by rotation nor were otherwise reappointed at either of those meetings must retire by rotation. The number of Directors so retiring by rotation at the Annual General Meeting is the number nearest to, but not exceeding, one-third of all of the Directors who are not otherwise excluded from the rotation provisions, being any Director who has either: (1) been appointed a Director since the last Annual General Meeting; or (2) has given notice that he wishes to retire as a Director at the Annual General Meeting and does not offer himself for reappointment. This year, the retiring Directors are Ana Maria Llopis, Christine Morin-Postel and Anthony Ruys, all of whom seek reappointment.

Separate resolutions will be proposed for all of these reappointments.

Dr Ana Maria Llopis (Spanish)

Non-Executive Director

Appointed a Director in 2003. She is Founder and Executive Chairman of Global ideas4all, Executive Deputy Chairman of the J F Llopis Foundation and was a member of the Good Governance Working Group for Spanish listed companies. Ana Maria is also a Non-Executive Director of ABN AMRO Bank and a Director of Service Point Solutions, S.A. (Spain), chairing its Remuneration and Nominations Committees. (59) C, N, R

Christine Morin-Postel (French)

Non-Executive Director

Appointed a Director in October 2007. Christine is currently a Non-Executive Director of Royal Dutch Shell PLC, EXOR S.p.A. (Italy) and 3i Group plc. She previously held a number of executive positions including Chief Executive of Société Générale de Belgique, Executive Vice-President and member of the Executive Committee of Suez and Chairman and CEO of Crédisuez S.A. before her retirement. (63) A, N, R

Anthony Ruys (Dutch)

Non-Executive Director

A Director since March 2006, he is a member of the Supervisory Board of JANIVO Holdings BV (NL) and a Director of Lottomatica S.p.A. (Italy). In April 2009 he became Chairman of the Supervisory Board of NV Luchthaven Schiphol (NL) and was appointed a Non-Executive Director of the Group's Indian associate, ITC Limited, in January 2009. He chairs the Remuneration Committee. (62) A, N, R

Board Committees

Committee membership of the Directors subject to reappointment referred to above is indicated thus:

A Audit

C Corporate Social Responsibility

N Nominations

R Remuneration

Performance evaluation

An evaluation of the performance of the Board, each of its Committees and of the Executive and Non- Executive Directors is conducted each year using a series of questionnaires. A broad range of standard topics is covered including the programme of regular Board or Committee business, board behaviours, Group strategy and succession planning. Different questions are used for assessing the skills and contributions of each of the Chairman, the Non- Executive Directors and Executive Directors, given their different roles on the Board. The survey is updated each year and in 2009 extra questions were included about the Group's approach to risk, board training and Directors' ability to provide effective challenge.

The Board considered whether to introduce, as it did in 2008, an external facilitator to manage the evaluation. However, it concluded that the Company Secretary was well placed to devise updated questions that are relevant and appropriate to the Company and that, having attended Board and Committee meetings throughout the year, she would also understand, and ensure a full and frank discussion around, any concerns raised. The responses to all questionnaires formed the basis for one-to-one, confidential, interviews conducted by the Company Secretary with each of the Directors and the Chairman. Reports on the individual performance of each Executive and Non- Executive Director (excluding the Chairman) prepared by the Company Secretary were raised by the Chairman with that Director as appropriate.

The outcome of the 2009 Board review has confirmed that the Directors consider the Board to have a good balance of skills, to be working well and to continue to be refreshed with two further appointments in 2009.

In addition to the formal Board evaluation process, the Chairman also discusses the effectiveness and performance of Directors immediately before they make themselves available for reappointment. The Combined Code provides that any Non-Executive Director who is proposed for reappointment for a third term of three years should be subject to a particularly rigorous review. The Board has conducted such a review in respect of the proposed reappointment of Dr Ana Maria Llopis, who became a Director of the Company on 24 February 2003, and the Board is satisfied of her continuing commitment to the Company. Indeed, it is the Board's view that the performance of all of the Directors being proposed for reappointment continues to be effective and that they continue to show commitment, including of time, to their role.

The Board takes steps to ensure that Board membership is progressively refreshed and its success in doing so is illustrated in the table below showing the date of appointment and length of service (as at the date of the Meeting) of each of the current Non-Executive Directors:

<u>Non-Executive Director</u>	<u>Date of appointment</u>	<u>Length of service as at 2010 AGM (Years)</u>
Karen de Segundo	1 October 2007	2.7
Robert Lerwill	1 January 2005	5.4
Ana Maria Llopis	24 February 2003	7.2
Christine Morin-Postel	1 October 2007	2.7
Gerry Murphy	13 March 2009	1.1
Anthony Ruys	1 March 2006	4.2
Sir Nicholas Scheele	28 February 2005	5.2

Resolution 7: Reappointment of Director appointed since the last Annual General Meeting

The Company's articles of association also provide that any person appointed by the Board as an additional Director since the last Annual General Meeting must retire at the next following Annual General Meeting.

Accordingly, Richard Burrows, who joined the Board as a Non-Executive Director on 1 September 2009 and who was appointed Chairman with effect from 1 November 2009, will retire at the Meeting and will seek reappointment.

Richard Burrows (Irish)

Chairman

Appointed a Director on 1 September 2009 and Chairman with effect from 1 November 2009. He previously held the posts of Chief Executive at Irish Distillers Group PLC and Co-Chief Executive at Pernod Ricard from 2000 to 2005. He is currently a Non-Executive Director of Rentokil Initial and Carlsberg. He was Governor of the Bank of Ireland from 2005 until 2009 and Chairman of the Scotch Whisky Association from 2006 to 2007. He is Chairman of the Nominations Committee. (64) N

The Board considers that Richard Burrows' executive career in the international branded FMCG sector makes him an excellent choice as Chairman, bringing expertise of both consumer products and the knowledge of a broad mix of cultures and countries which will complement the complex spread of British American Tobacco's multi-national operations.

He was a director of Coras Iompair Eireann, the Irish state-owned transport company, a director of P. J. Carroll & Company Ltd, a member company of the British American Tobacco Group, and Chairman of the National Development Corporation in Ireland. He therefore brings a wide experience of governance to the Board. Many shareholders will also be aware that he was, most recently, Governor of the Bank of Ireland during a difficult period in that bank's history. However, the Board is confident that Richard Burrows' business skills, integrity and commitment to strong corporate governance are qualities that will benefit British American Tobacco. The Board therefore recommends his reappointment to shareholders.

Resolution 8: Renewal of the Directors' authority to allot shares and

Resolution 9: Renewal of the Directors' authority to disapply pre-emption rights

The Board currently has in place the following authorities, each granted by shareholders for a one year period (until the next following Annual General Meeting) at the Annual General Meeting held on 30 April 2009:

- (a) authority under section 80 of the Companies Act 1985 (the "1985 Act") to allot relevant securities up to the amount representing one-third of the Company's then issued ordinary share capital (excluding treasury shares) (the "Allotment Authority"); and
- (b) authority under section 95 of the 1985 Act to allot shares for cash in certain circumstances otherwise than pro rata to all shareholders (the "Pre-emption Authority").

Both the Allotment Authority and the Pre-emption Authority are due to expire at the conclusion of this year's Meeting and, in keeping with best practice, shareholders will continue to have the opportunity to vote on the renewal of these authorities each year so that the authorities may be up-to-date and continue to be of equal duration, giving the Company certainty and flexibility in its financing arrangements. The relevant provisions of the 1985 Act have been superseded by similar sections contained in the 2006 Act and the proposed Resolutions for the renewal of these authorities, and further explanatory text below, reflect those changes.

In December 2008, the Association of British Insurers ("ABI") revised its guidelines on Directors' authority to allot shares (in line with the recommendations of the report issued in November 2008 by the Rights Issue Review Group). The guidelines state that ABI members will permit, and treat as routine, resolutions seeking authority to allot shares representing up to one-third of a company's issued share capital. In addition they will treat as routine a request for authority to allot shares representing an additional one-third of a company's issued share capital provided that it is only used to allot shares pursuant to a fully pre-emptive rights issue.

Having regard to these guidelines, the Board considers it appropriate that Directors be granted authority to allot shares in the capital of the Company up to a maximum nominal amount of £332,783,148 representing the guideline limit of approximately 66% of the Company's issued ordinary share capital (excluding treasury shares) as at 19 March 2010 (the latest practicable date prior to publication of this letter). Of this amount £166,391,574 (representing approximately 33% of the Company's issued ordinary share capital (excluding treasury shares)) can only be allotted pursuant to a rights issue. Although the Directors have no present intention of exercising this authority, it provides them with an appropriate level of authority for on-going purposes. The authority proposed in Resolution 8 will expire at the conclusion of the 2011 Annual General Meeting unless previously revoked, varied or extended by the

Company in general meeting. As at the date of this letter the Company is holding 28,960,054 ordinary shares in treasury, representing 1.43% of the issued ordinary share capital of the Company as at the close of business on 19 March 2010 (the latest practicable date prior to publication of this letter).

Resolution 9 is a special resolution and will give the Directors authority to allot shares in the capital of the Company for cash pursuant to the authority granted under Resolution 8 above or by way of sale of treasury shares without complying with the pre-emption rights in the 2006 Act in certain circumstances. In the light of the ABI guidelines described in relation to Resolution 8 above, this authority will permit the Directors to allot:

- (a) shares up to a nominal amount of £332,783,148 (representing two-thirds of the Company's issued share capital) on an offer to existing shareholders on a pre-emptive basis. However, unless the shares are allotted pursuant to a rights issue (rather than an open offer), the Directors may only allot shares up to a nominal amount of £166,391,574 (representing one-third of the Company's issued share capital) (in each case subject to any adjustments, such as for fractional entitlements and overseas shareholders, as the Directors see fit); and
- (b) shares up to a maximum nominal value of £24,958,736, representing approximately 5% of the issued ordinary share capital of the Company (excluding treasury shares) as at 19 March 2010 (the latest practicable date prior to publication of this letter), otherwise than in connection with an offer to existing shareholders.

As with Resolution 8 the terms of Resolution 9 have been updated to reflect that it is being passed pursuant to sections 570 and 573 of the 2006 Act rather than section 95 of the 1985 Act.

The Directors have no present intention of exercising this authority. The Directors confirm their intention to follow the provisions of the Pre-emption Group's Statement of Principles (the "Principles") regarding cumulative usage of authorities within a rolling three-year period. The Principles provide that companies should not issue shares for cash representing more than 7.5% of a company's issued share capital (excluding treasury shares) in any rolling three-year period, other than to existing shareholders and without prior consultation with shareholders.

The authority contained in Resolution 9 will expire at the conclusion of the 2011 Annual General Meeting or upon the earlier expiry of the allotment authority proposed in Resolution 8.

Resolution 10: Authority for the Company to purchase its own shares

Under the 2006 Act the Company requires authorisation from a general meeting if it is to purchase its own shares.

Resolution 10 seeks to renew the authority given at the Annual General Meeting on 30 April 2009.

This special resolution authorises the Company to purchase up to a maximum of 199.6 million ordinary shares, representing approximately 10% of its issued ordinary share capital (excluding treasury shares) as at the close of business on 19 March 2010 (the latest practicable date prior to publication of this letter), subject to the limitations in paragraphs (b) and (c) of the Resolution on the maximum and minimum prices that may be paid. The authority given by this Resolution will expire at the conclusion of the Annual General Meeting in 2011 unless renewed, varied or revoked at that or any earlier general meeting of shareholders.

The Company will have the option either of holding in treasury or cancelling any shares purchased under this authority. Since October 2007, the Company has placed all repurchased shares in treasury and this policy is expected to continue for any shares purchased under this authority. Treasury shares can be sold quickly and cost effectively, for cash, giving the Company additional flexibility in the management of its capital base. Whilst in treasury no dividends are paid on the shares and they have no voting rights. There is no longer a statutory limit on the percentage of share capital that the Company is permitted to hold as treasury shares. However, in keeping with best practice, the Company will continue to limit the number of shares that it holds as treasury shares to no more than 10% of its issued share capital.

During the year ended 31 December 2009 the Company made no purchases of its own shares; the Directors having suspended the share buy-back programme until further notice from February 2009. The Directors are nevertheless seeking this fresh authority for the Company to purchase its ordinary shares in order that the appropriate mechanisms are in place to enable the share buy-back programme to be reinstated at any time when, in the opinion of the Directors, the exercise of the authority would result in an increase in the Company's earnings per

share and would be in the interests of its shareholders generally. Given, however, the current suspension of the share buy-back programme and the absence of the necessary practical arrangements, this Resolution has not been extended so as to enable the Company to purchase its own shares on the Johannesburg Stock Exchange (JSE Limited) in South Africa.

As at 19 March 2010 (the latest practicable date prior to publication of this letter), there were no outstanding warrants for equity shares in the Company and the total number of option rights to subscribe for equity shares was 1,132,235. These rights are equivalent to 0.056% of the issued share capital (excluding treasury shares) as at that date and would represent 0.063% of the issued share capital of the Company (excluding treasury shares) if the full authority to purchase its own shares in accordance with this Resolution were to be exercised by the Company.

Resolution 11: Notice period for General Meetings

Resolution 11 is a special resolution to allow the Company to hold general meetings, other than Annual General Meetings (“AGMs”), on 14 days’ notice.

The Company’s articles of association include a provision which allows general meetings of the Company to be called on the minimum notice period provided for in the 2006 Act. Recent changes have been made to the 2006 Act by the Companies (Shareholders’ Rights) Regulations 2009 (the “Shareholders’ Rights Regulations”) which have increased the notice period for general meetings of a company to 21 days unless shareholders approve a shorter period, other than for AGMs, and which cannot in any case be less than 14 clear days provided that two conditions are met. The first condition is that a company offers facilities for shareholders to vote by electronic means (including the submission of proxy appointments electronically). The second condition is that there is an annual resolution of shareholders approving the reduction in the minimum notice period from 21 days to 14 days.

The Board is therefore proposing Resolution 11 as a special resolution to approve 14 days as the minimum period of notice for all general meetings of the Company other than AGMs. The approval will be effective until the Company’s next AGM, when it is intended that the approval be renewed. The shorter notice period would not be used as a matter of routine. Rather the Board will consider on a case by case basis whether the use of the flexibility offered by the shorter notice period is merited, taking into account the circumstances, including whether the business of the meeting is time-sensitive, and is thought to be to the advantage of shareholders as a whole. Further, the shorter notice period would not be used unless both of the conditions as stated above are met.

Resolution 12: Adoption of new articles of association

At the 2009 Annual General Meeting new articles of association were adopted by shareholders to take account of the coming into force of the final parts of the 2006 Act from 1 October 2009. At the time it was noted that the forthcoming implementation by the UK of the EU Shareholder Rights Directive (the “Directive”) was likely to mean that shareholders would be asked to approve further changes to the articles of association at the next Annual General Meeting. The Directive was implemented in the UK by the Shareholders’ Rights Regulations which amended Part 13 of the 2006 Act with effect from 3 August 2009. Consequently, the Company proposes to adopt new articles of association (the “New Articles”) to reflect the introduction of the Shareholders’ Rights Regulations, notably reflecting amendments in relation to meetings, and other changes, which are of a minor, technical or clarifying nature. Subject to Resolution 13 being passed, the New Articles adopted pursuant to this Resolution 12 shall include additional changes to Article 113 which are not related to the Shareholders’ Rights Regulations. If Resolution 12 is passed but Resolution 13 is not passed the New Articles shall be adopted but without the proposed amendments to Article 113.

Please refer to Part A of Appendix 1 to this document for a more detailed explanation of the principal changes in the articles of association proposed in Resolution 12, which is proposed as a special resolution.

Resolution 13: Dividend payment procedure

Resolution 13 is intended to enable the Company, in the future, to pay its dividends solely by direct credit or via the Dividend Reinvestment Plan or DRIP by making changes to Article 113 of the existing articles of association or, if Resolution 12 is passed, by inclusion of such new wording in the New Articles. Although the Company’s current

articles of association permit the payment of dividends by electronic means, the proposed new Article 113 will give the Company flexibility regarding payment methods of dividends and other amounts and provide that amounts due to shareholders who provide no, or invalid, account details may be held in a non-interest bearing account in the Company's name until such shareholder nominates a valid account. Shareholders would continue to receive tax vouchers in respect of dividend payments. Required bank account details supplied to the Company and its registrars would be used only for dividend distribution and the information would not be used for any other purpose or supplied to any third party.

The Company has no immediate plans to implement this change to the way in which dividends are paid but it is considered prudent to incorporate the necessary provisions at this time, given that other changes to the Company's articles of association are, in any event, being proposed by Resolution 12.

The Company will undertake a full communications programme with its shareholders at such time as it decides to move away from paying dividends by cheque and to the use of direct credit payments only. Direct crediting is a more secure and convenient way for shareholders to receive dividend payments. About 50% of the Company's shareholders have already provided their bank or building society account details to enable the Company to pay their dividends in this way. Dividend payments by direct credit offer a number of benefits:

- dividends are credited to the shareholder's account on the payment date as cleared funds, which allows immediate access to these funds;
- it removes the risk of loss, fraud or theft of dividend payment cheques;
- it will generate savings for the Company, which benefits all shareholders, because paying by direct credit is less expensive than using cheques and eliminates the cost of issuing replacements for those cheques that go missing; and
- such a change would contribute to the Company's overall effort to reduce its impact on the environment which is a benefit to the Company and its shareholders alike.

Please refer to Part B of Appendix 1 to this document for a more detailed explanation of the new Article 113 proposed for inclusion in the articles of association.

A copy of the current articles of association and the New Articles will be available for inspection during normal business hours (Saturdays, Sundays and public holidays excepted) at the registered office of the Company and the Company's representative office in South Africa (see Appendix 5) up to the time of the Meeting. Copies will be available at The Mermaid Conference & Events Centre, Puddle Dock, Blackfriars, London EC4V 3DB on the morning of the Meeting from 11am until its conclusion.

Directors' recommendations

The Board considers that the Resolutions will promote the success of the Company and are in the best interests of the Company and its shareholders as a whole. The Directors unanimously recommend shareholders to vote in favour of Resolutions 1 to 13 as they intend to do in respect of their own beneficial shareholdings.

Voting documentation

Please refer to Appendix 2 for guidance notes on the completion and return of the proxy form and other applicable voting documentation.

Yours sincerely

Nicola Snook
Secretary

NOTICE IS HEREBY GIVEN that the ANNUAL GENERAL MEETING of British American Tobacco p.l.c. will be held at 11.30am on Wednesday 28 April 2010 at The Mermaid Conference & Events Centre, Puddle Dock, Blackfriars, London EC4V 3DB to consider and, if thought fit, to pass Resolutions 1 to 8 as ordinary resolutions and Resolutions 9 to 13 as special resolutions:

Report and Accounts

1. To receive the accounts and the reports of the Directors and Auditors for the year ended 31 December 2009.

Remuneration Report

2. To receive and approve the Remuneration Report of the Directors for the year ended 31 December 2009.

Dividend

3. To declare a final dividend of 71.6p per ordinary share in respect of the year ended 31 December 2009, payable on 6 May 2010 to shareholders on the register at the close of business on 12 March 2010.

Auditors

4. To reappoint PricewaterhouseCoopers LLP as the Company's Auditors.

Auditors' remuneration

5. To authorise the Directors to agree the Auditors' remuneration.

Directors retiring by rotation

6. By separate ordinary resolutions to reappoint the following as Directors:
 - (a) Dr Ana Maria Llopis
 - (b) Christine Morin-Postel
 - (c) Anthony Ruys

Director appointed since the last Annual General Meeting

7. To reappoint Richard Burrows as a Director.

Authority to allot shares

8. That the Directors be and they are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ("Rights"):
 - (a) up to an aggregate nominal amount of £166,391,574; and
 - (b) up to a further aggregate nominal amount of £166,391,574 provided that: (i) they are equity securities (within the meaning of section 560(1) of the Companies Act 2006); and (ii) they are offered by way of a rights issue to holders ("shareholders") of ordinary shares of 25p each in the capital of the Company ("ordinary shares") on the register of members at such record dates as the Directors may determine where the equity securities respectively attributable to the interests of the shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held or deemed to be held by them on any such record dates, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any

regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter,

provided that this authority shall expire on the date of the next Annual General Meeting of the Company after the passing of this Resolution or, if earlier, on 28 July 2011 save that the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors shall be entitled to allot shares and grant Rights pursuant to any such offer or agreement as if this authority had not expired; and all unexercised authorities previously granted to the Directors to allot shares and grant Rights be and are hereby revoked.

Authority to disapply pre-emption rights

9. That the Directors be and they are hereby empowered pursuant to sections 570 and 573 of the Companies Act 2006 to allot equity securities (within the meaning of section 560 of that Act) for cash either pursuant to the authority conferred by Resolution 8 above or by way of a sale of treasury shares as if section 561(1) of that Act did not apply to any such allotment, provided that this power shall be limited to:
- (a) the allotment of equity securities in connection with an offer of securities (but in the case of the authority granted under paragraph (b) of Resolution 8 by way of rights issue only) in favour of the holders (“shareholders”) of ordinary shares of 25p each in the capital of the Company (“ordinary shares”) on the register of members at such record dates as the Directors may determine where the equity securities respectively attributable to the interests of the shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held or deemed to be held by them on any such record dates, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter; and
 - (b) the allotment (otherwise than pursuant to paragraph (a) of this Resolution 9) to any person or persons of equity securities up to an aggregate nominal amount of £24,958,736

and shall expire upon the expiry of the general authority conferred by Resolution 8 above, save that the Company shall be entitled to make offers or agreements before the expiry of such power which would or might require equity securities to be allotted after such expiry and the Directors shall be entitled to allot equity securities pursuant to any such offer or agreement as if the power conferred hereby had not expired.

Authority to purchase own shares

10. That the Company 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 that Act) of ordinary shares of 25p each in the capital of the Company (“ordinary shares”) provided that:
- (a) the maximum number of ordinary shares that may be purchased is 199.6 million representing approximately 10% of the issued ordinary share capital of the Company as at 19 March 2010;
 - (b) the minimum price that may be paid for an ordinary share is 25p;
 - (c) the maximum price that may be paid for an ordinary share is an amount equal to 105% of the average of the middle-market prices shown in the quotation 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 contracted to be purchased;
 - (d) this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this Resolution unless previously renewed, varied or revoked by the Company in general meeting; and

- (e) the Company may enter into a contract to purchase its ordinary shares under this authority prior to its expiry, which contract will or may be executed wholly or partly after such expiry, and may purchase its ordinary shares in pursuance of any such contract.

Notice period for General Meetings

- 11. That a general meeting, other than an annual general meeting, may be called on not less than 14 clear days' notice.

New articles of association

- 12. That with effect from the end of the Meeting:
 - (a) if Resolution 13 has been passed, the form of the articles of association produced to the Meeting and signed by the Chairman of the Meeting for the purposes of identification (the "New Articles") 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; and
 - (b) if Resolution 13 has not been passed, the New Articles 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 save that Article 113 of the existing articles of association shall be retained as Article 113 in the new articles of association.

Dividend payment procedure

- 13. That with effect from the end of the Meeting:
 - (a) if Resolution 12 has been passed the new articles of association of the Company, adopted with effect from the end of the Meeting, shall include the changes to Article 113 as set out in the New Articles; and
 - (b) if Resolution 12 has not been passed, the existing articles of association of the Company be amended by substituting Article 113 as set out in the New Articles for, and to the exclusion of, Article 113 of the existing articles of association of the Company.

By Order of the Board

Nicola Snook

Secretary

26 March 2010

Notes:

- 1. A shareholder is entitled to appoint another person as his/her proxy to exercise all or any of his/her rights to attend and to speak and vote at the Meeting in his/her place. A proxy need not be a shareholder of the Company.
- 2. Please refer to Appendix 2 for further information about voting at the Annual General Meeting (including the submission of proxy forms and voting instructions) and for certain other additional information relating to the Meeting.

APPENDIX 1: SUMMARY OF NEW ARTICLES OF ASSOCIATION

Part A — Shareholders’ Rights Regulations and other technical changes

The 2006 Act, which replaced the 1985 Act, was implemented in stages and was fully in force by 1 October 2009. The Companies (Shareholders’ Rights) Regulations 2009 (the “Regulations”) which amend certain provisions of the 2006 Act relating to meetings of the Company came into force in August 2009. Under Resolution 12, the Company is adopting the New Articles which will reflect the changes in company law brought about by the Regulations and the 2006 Act. The New Articles also include some other minor, technical or clarifying amendments. Set out below is a summary of the principal changes. As a result of the proposed amendments the numbering of provisions in the New Articles does not correspond to the existing articles of association and references in the summary below are to the provisions as renumbered in the New Articles unless otherwise stated.

Notice of general meetings (Article 42)

The provisions in the New Articles dealing with the convening of general meetings and the length of notice required to convene general meetings are in line with the relevant provisions of the 2006 Act (as amended by the Regulations). The Regulations amended the 2006 Act to require the Company to give 21 clear days’ notice of general meetings unless (and other than for annual general meetings) the Company has passed a special resolution reducing the notice period to not less than 14 days and the Company offers members an electronic voting facility or an electronic proxy appointment service.

Procedure if quorum not present (Article 45) and Adjournments (Article 53)

The Regulations add a provision to the 2006 Act which requires that, when a general meeting is adjourned due to lack of quorum, at least ten days’ notice must be given to reconvene the meeting. The New Articles include amendments to the provisions dealing with notice of adjourned meetings to make them consistent with this new requirement.

Attendance and participation at different places and by electronic means (Articles 51 and 52)

Amendments made to the 2006 Act by the Regulations specifically provide for the holding and conducting of electronic meetings. The New Articles include amendments to provide greater scope for members to participate in meetings of the Company even if they are not present in person at the principal place where the meeting is being held. The amendments allow for members to participate not only by attendance at satellite meeting locations but also by any other electronic means of participation.

Polls (Article 56)

Article 56 has been amended to clarify that a poll may be demanded before a vote on a show of hands, as well as immediately after the result of a show of hands, including by specifying in a notice of meeting that a poll on a resolution shall be required.

Voting rights (Article 62)

The Regulations clarify the various powers of proxies and representatives of corporate members in respect of resolutions taken on a show of hands. Where a proxy has been duly appointed by one member, he has one vote on a show of hands unless he has been appointed by more than one member in which case the proxy has one vote for and one vote against if the proxy has been appointed by more than one member to vote for the resolution and by more than one member to vote against the resolution. Where a corporate member appoints representatives to attend meetings on its behalf each representative duly appointed by a corporate member has one vote on a show of hands. The New Articles contain provisions which clarify these rights and also clarify how the provisions giving a proxy a second vote on a show of hands should apply to discretionary powers.

Voting record date (Article 63)

The New Articles include a new provision, which was not previously in the Company’s articles of association, dealing with the method for determining which persons are allowed to attend or vote at a general meeting of the Company and how many votes each person may cast. Under this new provision, when convening a meeting the Company may

specify a time, not more than 48 hours before the time of the meeting (excluding any part of a day that is not a working day), by which a person must be entered on the register of members in order to have the right to attend or vote at the meeting. This new provision is in line with a requirement for traded companies introduced by the Regulations.

Removal of chairman's casting vote (former Article 63)

Pursuant to changes brought about by the Regulations a traded company is no longer permitted to allow the chairman to have a casting vote in the event of an equality of votes. Accordingly, this provision has been removed in the New Articles.

Validity of votes (Article 67)

Following the implementation of the Regulations, proxies are expressly required to vote in accordance with instructions given to them by members. The New Articles contain a provision stating that the Company is not required to enquire whether a proxy or corporate representative has voted in accordance with instructions given to him and that votes cast by a proxy or corporate representative will be valid even if he has not voted in accordance with the member's instructions.

Form of proxy appointment (Article 70); Receipt of appointments of proxy (Article 72); and Corporations acting by representatives (Article 75)

The Regulations require traded companies to request no more than reasonable evidence of the identity of a proxy. The New Articles provide that the Company may treat a form of proxy as sufficient evidence of the proxy's authority and it is at the Company's discretion whether further evidence of its authority is required. The New Articles also provide that the Company can require a corporate representative to produce a certified copy of the resolution appointing him before permitting him to exercise his powers.

Proxies sent or supplied in electronic form (Article 71)

The Regulations require traded companies to give an electronic address and Article 71 of the New Articles now provides for this requirement.

Termination of appointments of proxy (Article 73)

Article 73 provides that the termination of a proxy's authority should be in writing as this is required by the Regulations.

Retirement of directors by rotation (Article 81)

Article 81 continues to comply with Combined Code provision A.7.1 which recommends that all directors should be subject to re-election at intervals of no more than three years. The requirement has been retained for retirement by rotation of a number of Directors closest to, but not exceeding, one-third of the relevant Directors. The rotation principles in the New Articles now include reference to Directors who have retired previously or who are retiring for reasons other than retirement by rotation or by having been appointed since the last Annual General Meeting, with a view to such procedures operating effectively should a greater number of Directors be required to retire in the future for any reason.

Part B — Dividend Payment Procedure

Although Article 113 of the existing articles of association of the Company permits the payment of dividends by direct credit and bank transfer and other electronic means the revised provisions of Article 113, as proposed for adoption under Resolution 13, would assist any future change of payment method by the Company. In particular, the proposed new Article 113 wording provides that amounts due to shareholders who provide no, or invalid, account details may be held in an account in the Company's name until such shareholders nominate a valid account. The Company shall not be a trustee of any such monies, shall be deemed to have discharged its payment obligations by paying the relevant monies into such account and interest will not accrue for shareholders on any such monies pending payment to such persons.

APPENDIX 2: VOTING

Shareholders entitled to attend the Annual General Meeting

1. Only shareholders, their attorneys, proxies and authorised representatives of corporations which are shareholders are entitled to attend, speak and vote at the Meeting.

Voting: in person (or by attorney)

2. Shareholders, or their attorneys, who plan to attend the Meeting are requested, if possible, to arrive at the venue at least 30 minutes prior to the time designated for the Meeting so that their holding may be checked against the Company's share register and attendances recorded. Attorneys should bring with them an original or certified copy of the power of attorney under which they have been authorised to attend and vote at the Meeting.

Voting: by corporate representatives

3. A corporate shareholder may authorise a person or persons to act as its representative(s) at the Annual General Meeting. In accordance with the provisions of the 2006 Act, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual shareholder in the Company, provided that they do not do so in relation to the same shares. It is no longer necessary to nominate a designated corporate representative.

Voting: (1) proxy form; and (2) proxy form — South Africa

4. The guidance notes in this section are applicable to both: (1) shareholders with a proxy form; and (2) those certificated shareholders on the South African branch register with a proxy form — South Africa ("PFSA"). The particular procedures applicable to a proxy form and a PFSA are set out in the following paragraphs.
5. **A shareholder entitled to attend and vote is entitled to appoint one or more proxies to exercise all or any of his rights to attend, speak and vote at the Meeting. A shareholder may appoint more than one proxy in relation to the Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. If multiple proxies are to be appointed then a separate proxy form or PFSA must be completed for each proxy appointment. If you intend appointing additional proxies, please contact Computershare Investor Services PLC (on 0800 408 0094 or +44 870 889 3159) or Computershare Investor Services (Pty) Ltd (on 0861 100 950 or by fax on +27 11 688 5238) to obtain (an) additional form(s). Alternatively, you may photocopy the enclosed proxy form or PFSA.**
6. The appointment of the proxy may specify the proportion or the number of votes that the proxy may exercise. Where the appointment does not specify the proportion or number of the shareholder's votes each proxy may exercise, then the proxy is deemed to be authorised for the whole of the shareholder's holding (or in the case of a shareholder with designated accounts, the whole of the holding in the designated account).
7. A proxy need not be a shareholder of the Company but must attend the Meeting to represent you. Your proxy can be either an individual (including the Chairman or another Director of the Company) or a body corporate. Your proxy will vote as you instruct and must attend the Meeting for your vote to be counted. Appointing a proxy does not preclude you from attending the Meeting and voting in person.
8. If a proxy is not directed how to vote on an item of business the proxy may vote, or abstain from voting, as they think fit. A proxy shall have authority to demand or join in demanding a poll at the Meeting.
9. Should any resolution, other than those specified in this Notice of Meeting, be proposed at the Meeting, a proxy may vote on that resolution as they think fit.
10. If a proxy is instructed to abstain from voting on an item of business they are directed not to vote on the shareholder's behalf on the poll and the shares that are the subject of the proxy appointment will not be counted in calculating the required majority.
11. Shareholders who return their proxy forms or PFSAs with a direction on how to vote, but do not nominate the identity of their proxy, will be taken to have appointed the Chairman of the Meeting as their proxy to vote

on their behalf. Proxy appointments in favour of the Chairman of the Meeting, the Secretary or any Director that do not contain a direction on how to vote will be used where possible to support each of the Resolutions proposed in this Notice of Meeting.

12. Completed proxy forms or PFSA's should be sent to the Company's share registrars using the pre-addressed envelope provided with this Notice of Meeting.
13. To be effective, proxy forms must be lodged by 11.30am (UK local time) on Monday 26 April 2010 for shareholders registered on the main register in the United Kingdom. Proxy forms lodged after this time will be invalid.
14. To be effective, PFSA's must be lodged by the close of business (South African local time) on Wednesday 21 April 2010 for certificated shareholders registered on the branch register in South Africa. PFSA's lodged after this time will be invalid.
15. Proxy forms may be lodged using one of the following methods:
 - (1) by returning a completed proxy form by post to:

The Registrar for British American Tobacco p.l.c.
Computershare Investor Services PLC
The Pavilions
Bridgwater Road
Bristol BS99 6ZY
United Kingdom

or
 - (2) by recording the proxy appointment via the internet at www.eproxyappointment.com. Full details of the procedure are given on that website and your Control Number, Shareholder Reference Number (SRN) and PIN can be found on your proxy form or e-mail notification. Electronic proxy appointments must be received by Computershare Investor Services PLC no later than 11.30am on Monday 26 April 2010. This facility is available only to shareholders registered on the main register in the United Kingdom.
16. PFSA's may be lodged by returning a completed PFSA by post to:

The Registrar for British American Tobacco p.l.c.
Computershare Investor Services (Pty) Ltd
70 Marshall Street
Johannesburg 2001
(PO Box 61051, Marshalltown 2107)
South Africa

A completed PFSA may also be lodged by fax to Computershare Investor Services (Pty) Ltd on +27 11 688 5238.
17. The proxy form or PFSA must be signed by the shareholder or the shareholder's attorney. A proxy form or PFSA must be completed by, or on behalf of, the shareholder making the appointment. A corporation may execute a proxy form or PFSA either under its common seal or under the hand of (a) duly authorised officer(s). Where the appointment of a proxy is signed by the appointer's attorney, a certified copy of the power of attorney, or the power itself, must be received by Computershare Investor Services PLC or Computershare Investor Services (Pty) Ltd (as appropriate) by the deadlines stated in paragraphs 13 and 14 respectively.
18. In the case of joint holders, any one holder may sign the proxy form or PFSA. The vote of the senior holder who tenders a vote will be counted to the exclusion of the votes of the other joint holders. For this purpose seniority is determined by the order in which the names appear on the register of shareholders.
19. Shareholders who return a proxy form or PFSA or register the appointment of a proxy electronically (main register only) will still be able to attend the Meeting and vote in person if they so wish. If you attend the Meeting in person and vote, then your proxy appointment will automatically be terminated.

20. A copy of this Notice has been sent for information only to persons who have been nominated by a member to enjoy information rights under section 146 of the 2006 Act (“nominated persons”). The right to appoint a proxy does not apply to nominated persons. However, nominated persons may have a right under an agreement with the registered shareholder who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy.

Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of the voting rights. Nominated persons should also remember that their main point of contact in terms of their investment in the Company remains the shareholder who nominated the nominated person to enjoy information rights (or, perhaps, the custodian or broker who administers the investment on their behalf). Nominated persons should continue to contact that shareholder, custodian or broker (and not the Company) regarding any changes or queries relating to the nominated person’s personal details and interest in the Company (including any administrative matter). The only exception to this is where the Company expressly requests a response from a nominated person.

Voting: the CREST electronic proxy appointment service

21. (a) Shareholders who are CREST members with shares held in uncertificated form who wish to appoint a proxy or proxies are encouraged to use the CREST electronic proxy appointment service by using the procedures described in the CREST Manual on the Euroclear website (www.euroclear.com/CREST). 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.
- (b) 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 specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or 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 3RA50) by the latest time for receipt of proxy appointments specified in paragraph 13 above. 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.
- (c) CREST members and, where applicable, their CREST sponsors or voting service provider(s), should note that Euroclear UK & Ireland Limited 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 connection with this, CREST members and, where applicable, their CREST sponsors or voting service provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
- (d) 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.

Voting: voting instruction form for owners of shares dematerialised into Strate

22. **Beneficial owners of ordinary shares on the South African branch register which are dematerialised through Strate (including those who have ‘own name’ registration) should promptly provide their Central Securities Depository Participant (“CSDP”) or broker with their voting instructions under the terms of the custody agreement entered into between the beneficial owner and CSDP or broker. The enclosed voting instruction form may be used for this purpose.**

23. Beneficial owners who appointed Computershare Limited as their CSDP must complete the voting instruction form and return it no later than the close of business (South African local time) on Wednesday 21 April 2010 to:

The Registrar for British American Tobacco p.l.c.
Computershare Investor Services (Pty) Ltd
70 Marshall Street
Johannesburg 2001
(PO Box 61051, Marshalltown 2107)
South Africa

A completed voting instruction form may also be faxed to Computershare Investor Services (Pty) Ltd on +27 11 688 5238. A voting instruction form lodged after the close of business (South African local time) on Wednesday 21 April 2010 will be deemed to be invalid.

24. The voting instruction form for a holder of ordinary shares with an 'own name' registration must be signed by the shareholder or the shareholder's attorney. A voting instruction form must be completed by, or on behalf of, the shareholder giving the instructions. A corporation may execute a voting instruction form either under its common seal or under the hand of (a) duly authorised officer(s). Where the voting instruction is signed by an attorney, a certified copy of the power of attorney, or the power itself, must be received by Computershare Investor Services (Pty) Ltd at the address above or by facsimile to +27 11 688 5238 by the close of business (South African local time) on Wednesday 21 April 2010. If facsimile transmission is used the power of attorney must be certified.
25. Beneficial owners of ordinary shares which are dematerialised through Strate (including those who have 'own name' registration) wishing to attend the Meeting in person should promptly contact their CSDP or broker to obtain a letter of representation to enable them to do so.
26. Voting instructions and requests for letters of representation must be submitted by the relevant CSDP or broker no later than the close of business (South African local time) on Wednesday 21 April 2010 so that they may be collated and verified by Strate prior to the Meeting. Beneficial owners should therefore submit their voting instruction form or request for a letter of representation to their CSDP or broker within the time period required by the CSDP or broker or as stipulated in the agreement between the beneficial owner and the CSDP or broker.

Employee Share Ownership Plan — form of direction

27. Participants in the Company's Employee Share Ownership Plan (the "Plan") may direct the trustee of the Plan (the "Trustee") to vote on their behalf by registering their vote electronically (see paragraph 15(2) above) with the Trustee no later than 11.30am on Friday 23 April 2010. Alternatively, participants may contact the Trustee by telephone on 0870 703 0112 or by e-mail to BAT@computershare.co.uk to request a paper copy form of direction to be completed and returned, as directed, to the Trustee no later than 11.30am on Friday 23 April 2010.

Vested Share Account

28. Individuals who are or were employed by a company in the British American Tobacco Group and who have deposited ordinary shares in the Company with Computershare Company Nominees Limited (the "Nominee") in connection with the Vested Share Account may exercise their voting rights in respect of those shares by registering their vote electronically (see paragraph 15(2) above) with the Nominee no later than 11.30am on Friday 23 April 2010. Alternatively, such individuals may contact the Nominee by telephone on 0870 703 0112 or by e-mail to BAT@computershare.co.uk to request a paper copy voting form to be completed and returned, as directed, to the Nominee no later than 11.30am on Friday 23 April 2010.

Shareholders who are entitled to vote

29. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001 the Company gives notice that the time by which a person must be entered on the register (the main register/the South African branch register) in order to attend or vote at the Meeting or adjourned Meeting (and for calculating the number of votes such a person may cast) is 6.00pm (UK local time), in the case of the main register, and, in the case of

the South African branch register, the close of business (South African local time) on the date which is two days prior to the Meeting or adjourned Meeting. Changes to entries on the register of securities after the relevant time will be disregarded in determining the rights of any person to attend or vote (and the number of votes they may cast) at the Meeting or adjourned Meeting.

Conduct of the Meeting

30. The quorum for the Meeting will be two persons entitled to vote upon the business to be transacted, each being a shareholder, or a proxy for a shareholder, or a duly authorised representative of a corporation which is a shareholder.
31. The Company must cause to be answered at the Meeting any question relating to the business being dealt with at the Meeting which is put by a member attending the Meeting, except in certain circumstances, including if it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered or if to do so would involve the disclosure of confidential information.

Notice of the Meeting

32. If you have sold or transferred all of your shares, this Notice of Meeting should be passed on to the person through whom the sale or transfer was effected for transmission to the purchaser or transferee.
33. A copy of this Notice and the other information required by section 311A of the 2006 Act, can be found on the Company's website (www.bat.com).
34. You may not use any electronic address provided in this Notice of Meeting to communicate with the Company for any purposes other than those expressly stated.

Express Meeting Plus

35. As noted on page 1 of the Secretary's letter it is proposed that voting at this year's Annual General Meeting will be conducted by way of a poll using the Computershare Investor Services PLC 'Express Meeting Plus' electronic voting system.
36. British American Tobacco has been assured that the Express Meeting Plus service has been the subject of considerable testing by Computershare Investor Services PLC, independent IT security experts and independent auditors. All these groups are satisfied that Express Meeting Plus correctly collects and computes the number of votes registered on a resolution.
37. The following notes summarise the key points for shareholders attending the Meeting and how they can make best use of the Express Meeting Plus system:
 - (a) At the registration desks you will be given an electronic handset into which will be inserted a smart card with a unique barcode. This barcode will enable the registrars to link the vote that you give via your electronic handset with your individual shareholding and, consequently, with the number of votes that you have at the Meeting.
 - (b) When instructed by the Chairman you should press the button on your handset corresponding with the way you wish to vote — 'for' or 'against' or 'withheld'.
 - (c) When voting you will see a message on your handset confirming that your vote has been received. If you make a mistake you may simply press the correct button; your original vote will be cancelled and superseded by the correct vote. You may do this at any time until the Chairman declares the vote on the resolution is closed. You should note that a 'vote withheld' has no legal effect and will count neither for nor against a resolution.
 - (d) A few moments after the Chairman has declared the vote on the resolution closed a provisional result of the poll vote will be displayed in the auditorium showing the total and percentage numbers of shares voted in respect of that resolution. The registrars have to make an audit check at the end of the Meeting so these numbers are necessarily provisional. However, it is likely that they will be strongly indicative of the result. The final summary of the votes cast in respect of each resolution will be calculated at the end of the Meeting and will be released to both the London Stock Exchange and the JSE Limited and published on the Company's website (www.bat.com) as soon as practicable after the Meeting.

APPENDIX 3: ADDITIONAL INFORMATION

Contracts of service

1. Copies of the contracts of service between each Executive Director and the Company and the letters of appointment of the Non-Executive Directors and the Chairman setting out the terms and conditions of their appointment are available for inspection during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) at the registered office of the Company up to the time of the Meeting. These, together with the register of Directors' interests in the shares of the Company and its subsidiaries, will be available for inspection at The Mermaid Conference & Events Centre, Puddle Dock, Blackfriars, London EC4V 3DB on the morning of the Meeting from 11.00am until its conclusion.

Statement of voting rights

2. As at 19 March 2010 (being the latest practicable date prior to publication of this document), the Company's issued share capital consisted of 1,996,698,892 ordinary shares of 25p each with voting rights (the "Voting Rights Figure"). As at 19 March 2010, the Company held 28,960,054 ordinary shares in treasury. The Voting Rights Figure may be used by shareholders as the denominator for the calculations by which they will determine if they are required to notify their voting rights interest, or a change to that interest, in the Company under the Disclosure and Transparency Rules of the Financial Services Authority.

Articles of association

3. A copy of the current articles of association and a copy of the proposed New Articles, that reflect the changes set out in Appendix 1, can be viewed on the Company's website (www.bat.com) and will be available for inspection during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) at the registered office of the Company and at the Company's representative office in South Africa up to the time of the Meeting (11.30am UK local time). Copies will be available at The Mermaid Conference & Events Centre, Puddle Dock, Blackfriars, London EC4V 3DB on the morning of the Meeting from 11.00am until its conclusion.

Auditors

4. Shareholders satisfying the threshold requirements set out in section 527 of the 2006 Act can require the Company to publish a statement on its website setting out any matter relating to: (a) the audit of the Company's accounts (including the Auditors' report and the conduct of the audit) that are to be laid before the Meeting; or (b) any circumstances connected with an auditor of the Company ceasing to hold office since the last Annual General Meeting, that the shareholders propose to raise at the Annual General Meeting. Any statement placed on the website must also be sent to the Company's Auditors no later than the time it makes its statement available on the website. The business which may be dealt with at the Annual General Meeting includes any statement that the Company has been required to publish on its website.

APPENDIX 4: TRAVEL AND MEETING INFORMATION

The venue for the 2010 Annual General Meeting is The Mermaid Conference & Events Centre, Puddle Dock, Blackfriars, London EC4V 3DB (www.the-mermaid.co.uk).

By underground

Blackfriars underground station is closed. Nearest alternatives: Circle or District lines to Mansion House or Temple; Central line to St Paul's each approximately 15 minutes walk to the Mermaid.

By bus

Blackfriars: 45, 63, 100.

Ludgate Hill: 4, 11, 15, 17, 23, 26, 76, 100, 172.

St Paul's Cathedral: 8, 25, 242.

By train

Blackfriars mainline station is open.

By car

From the Embankment easy access to the Corporation of London 24-hour 300 space car park beside the venue. This is within the 'Congestion Charge' area.

Information

You are advised to obtain up-to-date travel information from Transport for London at www.tfl.gov.uk (tel: 020 7222 1234) before you travel.

At the Meeting

- (1) Refreshments (tea, coffee and biscuits) will be provided before the Meeting from 10.30am on the first floor of the venue.
- (2) For your personal safety and security there will be checks and bag searches of everyone attending the Meeting. We recommend that you arrive in time to allow for these procedures.
- (3) Recording equipment, cameras and other items that might interfere with the good order of the Meeting will not be permitted in the auditorium. You are requested to turn off all mobile devices.
- (4) There will be facilities for shareholders who are in wheelchairs. Anybody accompanying a shareholder who is in a wheelchair, or who is otherwise in need of assistance, will be admitted to the Meeting.
- (5) Facilities will be available for persons who are hard of hearing. Sign language interpreters will be present at the Meeting.

APPENDIX 5: CORPORATE INFORMATION

Primary listing

London Stock Exchange (Share Code: BATS;
ISIN: GB0002875804)

Computershare Investor Services PLC
The Pavilions, Bridgwater Road, Bristol BS99 6ZZ, UK
tel: 0800 408 0094; +44 (0)870 889 3159
share dealing tel: 0870 703 0084 (UK only)
your account: www.computershare.com/uk/investor/bri
share dealing: www.computershare.com/dealing/uk
web-based enquiries: www.investorcentre.co.uk/contactus

Secondary listing

JSE Limited (Share Code: BTI)
Shares are traded in electronic form only and transactions
settled electronically through Strate.

Computershare Investor Services (Pty) Ltd
PO Box 61051, Marshalltown 2107, South Africa
tel: 0861 100 925; +27 11 870 8222
e-mail enquiries: web.queries@computershare.co.za

Publications

British American Tobacco Publications
Unit 80, London Industrial Park, Roding Road,
London E6 6LS, UK
tel: +44 (0)20 7511 7797; facsimile: +44 (0)20 7540 4326
e-mail: bat@team365.co.uk

Alternatively contact Computershare Investor Services (Pty) Ltd in South Africa
using the contact details shown above.

British American Tobacco p.l.c.

Registered office

Globe House
4 Temple Place
London WC2R 2PG, UK
tel: +44 (0)20 7845 1000

British American Tobacco p.l.c.

Representative office in South Africa

34 Alexander Street
Stellenbosch 7600
South Africa
(PO Box 631, Cape Town 8000, South Africa)
tel: +27 (0)21 888 3722

